

# Hi-Country Basenji Club, Inc.

## Constitution & By-Laws

Amended December 11, 2004

(The items highlighted are dependent on HCBC becoming a club certified by the AKC)

### Constitution

**Section 1.** The name of the club is Hi-Country Basenji Club, Inc., and hereinafter may also be referred to as "HCBC" or "the Club".

**Section 2.** The objectives of HCBC are to:

- a) Encourage careful and knowledgeable breeding of purebred Basenjjs and endeavor to perpetuate their natural qualities, health and safety.
- b) Encourage members to accept the standard of the breed as approved by the American Kennel Club (AKC) as the standard of conformation by which Basenjjs shall be judged.
- c) (Conduct as well as) Support sanctioned matches, dog shows, obedience trials, and field trials under the rules of the AKC.
- d) Do everything in its power to protect and advance the interests of the breed by encouraging fair and friendly competition at all dog shows, matches, obedience and field trials, and performance events.
- e) Maintain affiliate status with the Basenji Club of America (BCOA), and the AKC, as well as support, promote and encourage membership in the same.
- f) Organize social events for the mutual enjoyment of individuals and their Basenjjs, with the goal of disseminating detailed and accurate information about the origin and characteristics of the breed as well as the responsibilities, joys, and difficulties of Basenji ownership.

**Section 3. Non-profit.** HCBC is a Colorado corporation, which shall not be conducted or operated for profit. No part of any profits, assets, or remainder from dues or donations to the Club shall benefit any member or individual.

**Section 4. Revisions.** The members of HCBC shall adopt, and from time to time revise, this Constitution, as required to carry out these objectives.

### By-Laws

#### ARTICLE I Memberships

**Section 1. Eligibility** shall be open to all persons who are in good standing with, but not necessarily members of, AKC and/or BCOA. While membership is unrestricted as to residence, HCBC's primary purpose is to be representative of Basenji owners, breeders and exhibitors in Colorado and the surrounding states.

**Section 2. Dues.** Dues shall be determined by the Board for the next fiscal year. Affirmative votes of 2/3 of the Board present and voting shall be required to change the dues amount. Membership dues shall not exceed \$20 per year. Members joining the Club on or after July 1<sup>st</sup> shall be required to pay one-half if the annual dues for the remainder of the current year. Annually each member shall be sent a statement of dues for the ensuing year, payable on or before January 1<sup>st</sup> of each year. Dues shall never be refunded.

**Section 3. Types of Membership.** There shall be three types of memberships:

- a) **REGULAR (voting):** Regular members shall receive all club mailings, have voting privileges, and may run for office. Regular members are required to attend at least 50% of all Club meetings, or serve on at least one committee per calendar year to maintain Regular status and full voting privileges. Any Regular member who fails to meet the participation requirements in a calendar year shall have their voting privileges revoked and will become an Associate member for the following calendar year. Those individuals may re-apply for Regular membership when they again meet the participation requirements.
- b) **ASSOCIATE (non-voting):** Associate members shall receive all club mailings, but shall neither vote nor hold office. Associate members are welcome to attend all club meetings. There are no attendance or participation requirements to maintain Associate membership. Individuals wishing to become new members must apply at the Associate level.
- c) **LIFETIME:** The Club may appoint Lifetime members in recognition of outstanding service to the breed. Lifetime members may be nominated either by means of a petition addressed to the Secretary signed by five members eligible to vote, or by a majority vote of the Board. Lifetime members shall receive a copy of all Club mailings, but shall not pay dues. Lifetime members shall also be considered Regular members if they meet the participation requirements as outlined for Regular members.

**Section 4. Election to Regular Membership.** Associate members may apply for Regular membership after attending at least 50% of all Club meetings, or serving on at least one committee in a calendar year. Each applicant for Regular membership shall apply on a form, as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the HCBC Constitution & By-Laws and by the rules of the AKC. The application shall state the name, address, and phone number of the applicant and it shall carry the endorsement of two Regular members in good standing. Accompanying the application, the prospective member shall submit the appropriate dues payment for the current year.

All applications are to be filed with the Secretary, and the applicant's name and sponsors, along with a call for comments, shall be published within the notification of the next scheduled meeting. At the next meeting of the Club, the application shall be read and voted upon by the membership present. The individual shall be considered elected if supported by a 2/3 majority vote.

Applicants for Regular membership who have been rejected by the Club may re-apply six months after such rejection.

**Section 5. Termination of Membership.** Membership may be terminated by:

- a) **Resignation.** Any member in good standing may resign from the Club upon written notice to the Secretary.
- b) **Lapsing.** A membership shall be considered lapsed and automatically terminated if such member's dues remain unpaid after January 31<sup>st</sup>; however, the Board may grant an additional 30 days of grace to delinquent members in meritorious cases.
- c) **Expulsion.** A membership may be terminated by expulsion as detailed in **ARTICLE - VI** of these by-laws.

## **ARTICLE II Meetings and Voting**

**Section 1. Club Meetings** shall be held at least six times a year, at a place and time as designated by the Board of Directors, which is convenient for a majority the members. Written notice of each such meeting shall be mailed by the Secretary at least 10 days prior to the date of the meeting. A quorum for such meetings shall be 20% of the members eligible to vote.

**Section 2. Board Meetings.** Meetings of the Board of Directors may be called by the President or the Secretary upon the request made by at least two members of the Board. The President or Secretary must issue notification describing the purpose, date, time and place (convenient for a majority the Board) of the meeting at least 5 days in advance. A quorum shall be a majority of the Board.

**Section 3. Voting.** Each Regular member in good standing, whose dues are paid in full for the current year, shall be entitled to one vote at any meeting of the Club at which he/she is present. Proxy voting will not be permitted at any meeting.

## **ARTICLE III Board of Directors and Officers**

**Section 1. The Board of Directors** shall be comprised of the current Officers, the Immediate Past President, and three other persons, all of whom shall be members in good standing. All shall be elected, as provided in **ARTICLE - IV**, for a one-year term, and shall serve until their successors are elected. The Board of Directors shall be empowered to manage all of the Club's affairs, except in those areas reserved for the membership as described in these by-laws.

**Section 2. Officers** of HCBC, consisting of the President, Vice President, Secretary, and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings as well as the Board and its meetings. In addition:

- a) The President shall preside at all meetings of the Club and the Board and shall have the duties and powers appurtenant to the office of President, in addition to those specified in these by-laws.
- b) The Vice-President shall have the duties and exercise the powers of the President in cases of the President's death, absence or incapacity.
- c) The Secretary shall keep a record of meetings of the Club, of the Board, and other matters as ordered by either entity; have charge of correspondence, notify members of meetings and activities, notify new members of their election to membership, and notify the Board of Directors of their election to office. The Secretary shall also maintain a current directory of members, the HCBC Constitution and By-Laws, and carry out other duties as described in these by-laws.
- d) The Treasurer shall collect and account for all monies due or belonging to the Club. Moneys shall be deposited in a bank designated by the Board, in the name of HCBC. The books shall at all times be open to inspection, and a report shall be given 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, the Treasurer shall provide an account for all monies received and expended during the previous fiscal year, and shall carryout other duties as prescribed in these by-laws.

**Section 3. Vacancies.** In the case of a vacancy of the office of President, the Vice-President shall immediately and automatically advance to that office. All other vacancies occurring on the Board shall be filled, until the next regular election, by a member in good standing chosen by the remaining Board members or by a special election at the next meeting of the membership.

## ARTICLE IV

### The Club Year, Annual Meeting, Nominations and Elections

**Section 1. Club Year.** The Club's fiscal year shall begin on the first day of January and end on the last day of December.

The official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the next election held at the annual meeting.

**Section 2. The Annual Meeting** shall be held between November 15<sup>th</sup> and December 31<sup>st</sup> of each year. The Officers and Board of Directors shall be nominated and elected in accordance with Sections 3 and 4 of this ARTICLE, at the annual meeting.

**Section 3. Nominations.** No person may be a candidate in a club election who has not been nominated. During the month of October, the Board shall select a Nominating Committee consisting of at least two members, of which only one individual may currently be serving as a Director. The Secretary shall immediately notify the committee of their selection. This Committee shall nominate at least one candidate for each office and positions on the Board. After securing the consent of each person nominated, the committee shall immediately report their nominations to the Secretary. This slate of candidates shall appear in the written call for the Annual Meeting. Current Officers and Board are eligible for nomination and re-election. No member can be a candidate for more than one position. Any member eligible to vote present at the annual meeting may make additional candidate nominations, provided that those individuals nominated are present, in good standing, and do not decline the nomination.

**Section 4. Elections.** Each member eligible to vote shall be provided a secret ballot at the annual meeting. Secret ballots shall be collected and tallied by members not listed on the ballot. The nominated candidate receiving the greatest number of votes for each office, and the three nominated candidates for the Board who receive the greatest number of votes, shall be declared elected. They shall take office immediately upon the conclusion of the election. Each retiring Officer must turn over to the successor in office all properties and records relating to that office within 30 days after the election.

## ARTICLE V

### Committees and Agents

**Section 1. Committees.** The Board may, as needed, appoint members to standing committees to advance the work of the Club in such areas as dog shows, obedience trials, field trials, trophies, annual prizes, membership, newsletters, website management and other subjects which may best be served by committees. Such committees shall always be subject to the final authority of the Board.

**Section 2. Agents.** The Board shall select, as needed, individuals to be the direct contact representatives for affiliate and/or government organizations. Such as the AKC, BCOA, American Sighthound Field Association (ASFA), and the State of Colorado. These agents shall be responsible for submitting any paperwork necessary to maintain good standing with the appointed organizations. As well, they must make sure that the Treasurer has all the information necessary to include and submit any dues or fees in timely manner. These agents shall serve until they resign or are replaced by a vote of the Board.

**Section 3. Termination of Appointment.** Any committee or agent appointment may be terminated by a majority vote of the Board, upon written notice to the appointee. The Board may appoint successors to those persons whose services have been terminated.

## **ARTICLE VI Discipline**

**Section 1. Affiliate Suspension.** Any HCBC member who is suspended from the privileges and membership of the AKC or BCOA shall also be suspended by HCBC for a like period.

**Section 2. Charges.** Any member may prefer charges against another member of alleged misconduct harmful to the best interest of the Club or unethical practices related to canine ownership, breeding, or showmanship. Written specific charges must be filed with the Secretary together with a \$25 deposit, which shall be forfeited if the Board, following a hearing, does not sustain such charges. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting. The Board shall first discuss the alleged charges and determine whether or not further investigation and action is warranted. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Club or the breed, it may refuse to entertain jurisdiction. If the Board does entertain jurisdiction of the charges, the Secretary shall promptly send one copy of the charges to the accused member by registered mail, advising him/her that there are 30 days in which to reply, together with an assurance that the accused may be represented by counsel. If the accused member fails to reply within 30 days, he/she shall be considered to have acknowledged the charges. The accused may, however, reply within the prescribed time and request, for a just cause, an extension not to exceed an additional 30 days.

**Section 3. Board Hearing.** Upon receipt of the reply, the Board shall proceed to thoroughly and impartially investigate the charges. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and the 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. If the Board deems that the punishment of suspension is insufficient, it may also recommend to the membership the penalty of expulsion. Suspension shall not restrict the defendant's right to appear before the membership at the ensuing Club meeting which considers the recommendation of the Board. Immediately after the Board has reached a decision, the findings shall be put in writing and filed with the Secretary. The Secretary shall then give written notification of the decision and any penalty imposed or pending to each of the parties and the membership.

**Section 4. Expulsion.** Expulsion of a member from HCBC may only be accomplished at a meeting of the membership following the Board Hearing and upon the Board's recommendation as provided in Section 3 of this ARTICLE. This meeting of the Club shall be held at least 30 days, but not more than 60 days, following the Board Hearing and recommendation of expulsion. The President shall read the charges and the Board findings and recommendations. The defendant shall then be encouraged to speak on his/her own behalf, though no evidence shall be taken at this meeting. The members shall then vote by secret written ballot. A 2/3 majority vote shall be necessary for expulsion. If the expulsion is not voted for, the Board suspension shall stand.

When a member is suspended or expelled, the Secretary shall send correspondence detailing the events and determinations to the defendant, and shall notify all applicable canine affiliated organizations.

**ARTICLE VII  
Amendments**

**Section 1. Amendments** to the HCBC Constitution and By-Laws may be proposed by the Board of Directors or by a written petition addressed to the Secretary signed by 20% of members eligible to vote. The Board shall promptly consider amendments proposed by such petition. All proposed amendments must be outlined in the notification of the next scheduled meeting, and presented in writing for discussion and a vote to those members present at the meeting. Amendments shall be considered passed if supported by a 2/3 majority vote of the members present.

**Section 2. AKC Approval.** No amendment to this Constitution & By-Laws that is adopted by the HCBC membership shall become effective until it has been approved by the Board of Directors of the AKC.

**ARTICLE VIII  
Dissolution**

HCBC may be dissolved at any time by written consent of not less than 2/3 of the members eligible to vote. In the event of dissolution of HCBC whether voluntary, involuntary or by the operation of law, none of the financial assets or any property of HCBC shall be distributed to any members of HCBC. After payment of all debts of the Club, all property shall be sold and/or donated along with the financial assets to a charitable organization for the benefit of dogs as selected by the Board of Directors. Written notice of dissolution shall be sent to all applicable entities.

**ARTICLE IX  
Order of Business**

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

- a) Roll Call
- b) Minutes of last meeting
- c) Report of President
- d) Report of Secretary
- e) Report of Treasurer
- f) Reports of committees
- g) Election of Officers and Board (at annual meeting)
- h) Election of new members
- i) Unfinished business
- j) New business
- k) Adjournment

**ARTICLE X  
Parliamentary Authority**

The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any other special rules of order the club may adopt.

(The items highlighted are dependent on HCBC becoming a club certified by the AKC)

Updated by LK 12/11/04