

CONSTITUTION AND BYLAWS OF THE CENTRAL CAROLINA HAVANESE CLUB

Constitution

ARTICLE I NAME AND OBJECTS

SECTION 1. The name of the club shall be the Central Carolina Havanese Club.

SECTION 2. The objects of the club shall be a Specialty Club

a) to encourage and promote quality in the breeding of purebred Havanese 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 excellence by which Havanese shall be judged.

(c) to do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at

- dog shows
- obedience trials
- agility trials
- herding trials
- other dog-related events;

(d) to conduct sanctioned events

- dog shows
- obedience trials
- agility trials
- herding trials
- other dog-related events;

(e) to promote education about the Havanese breed, under the rules and regulations of The American Kennel Club.

SECTION 3. The club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the club shall inure to the benefit of any member or individual. A donation voted on by the membership to help an individual shall not be construed to be part of "any profits inured to benefit any member".

SECTION 4. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

SECTION 5. The use of The Central Carolina Havanese Club emblem or name in any form of advertising, by any member or group of members is prohibited except with prior approval of the Board of Directors.

BYLAWS

ARTICLE I MEMBERSHIP

SECTION 1. Eligibility. All members shall be in good standing with the American Kennel Club and shall subscribe to purposes of the Central Carolina Havanese Club and if a member of the Havanese Club of America, be in good standing. The club's primary purpose is to be representative of the owners, breeders, and exhibitors in the Carolinas and its surrounding areas. There shall be four types of membership offered.

(a) Active Membership. Active Members are persons 18 years of age and older who subscribe to the purposes of the CCHC and the American Kennel Club, who own or co-own at least one AKC registered Havanese, and live in the United States. Active members can hold office and vote, must attend at least two club activities, i.e., meetings, committees, matches, trials, etc., between July 1 and June 30 of each year. Active members in good standing may purchase a 1-year associate membership for buyers of AKC-registered Havanese puppies for 5 (five) dollars.

(b) Household Membership. Household Membership is available to two adults living at the same address who meet the requirements of Active Membership.

(c) Associate Membership. Associate Members are persons 18 years of age and older who cannot hold office and vote. Membership requirements are more lax than those of active members. There are no meeting attendance requirements and they may or may not own a Havanese. Members are welcome to assist in club functions. Associate members may convert to Active Membership by fulfilling the criteria for an active member.

(d) Junior Membership. Junior Membership is available to individuals 9 to 17 years of age. Junior Members cannot hold office, vote, or sponsor anyone for membership. Junior Members must attend one CCHC general meeting per year and actively participate in one CCHC event per year. If the junior member wants to continue membership after reaching the age 18, he or she must submit a new application for regular membership and pay dues.

SECTION 2. Dues. Annual membership dues for Active, Associate, and Junior members shall be established by the Board of Directors and approved by the club membership. Dues are payable on or before July 1st of each year. No member may vote whose dues remain unpaid by July 31st. During the month of June the treasurer shall notify the membership of 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 the CCHC Constitution, By-laws and Code of Ethics, and by the rules of The American Kennel Club. Each applicant for Active Membership shall have attended two club activities, and shall carry the endorsement of two active members in good standing. They will be voted upon

by the club membership by secret ballot at the next meeting. Votes will be counted by Membership chair and one other member. The successful applicant will be notified by the Membership Chair within one week and pro-rated dues shall become due and payable within 30 days of the date of the vote.

SECTION 4. Termination of Membership. Membership 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 in debt to the club.

Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.

(b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty days after their membership expiration date. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the start of that meeting. The lapsed member (in good standing with the AKC and who subscribe to the purposes of this club) may apply for reinstatement of membership to the club through its board members to bypass the general membership process. This special grace period will only last ninety days after the membership expiration date; annual member dues are payable to the club treasurer at the time of reinstatement.

(c) By expulsion. A membership may be terminated by expulsion as provided by Article VII of these bylaws.

ARTICLE II

MEETINGS SECTION 1. Club Meetings. Meetings of the club shall be held as determined by the board of directors and approved by the Active Membership, at a meeting held within the greater Central Carolina area, typically at dog shows, a member's home, public library, or other meeting facility, at such hour and place as may be designated by the board of directors. The Annual meeting shall be held at a central location to the majority of the current membership and in conjunction with a well attended event. Changes will be posted by appropriate mail or electronic medium as soon as possible by the secretary, at least twenty-one days prior to the date of the meeting. The quorum for such meetings shall be twenty percent of the *active* members in good standing. The Treasurer shall present a report of the total number of members in good standing, at the beginning of each meeting, in order to establish that a quorum is present.

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 within the Central Carolina area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent by appropriate mail or electronic medium, by the secretary, at least ten days and not more than thirty 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 twenty percent of the members in good standing.

SECTION 3. Board Meetings. Meetings of the board of directors shall be held every other month within the Central Carolina area at such hour and place as may be designated by the board. In the month where there is a regularly scheduled club meeting, the meetings of the board of directors shall typically be held prior to the club meeting. Board Meetings may also be held by conference using an appropriate electronic medium. Written notice of cancellation of any monthly board meeting shall be sent by appropriate mail or electronic medium by the secretary at least ten days prior to the date of the scheduled 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 shall be 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 a location convenient to most if not all members of the board at such place, date, and hour as may be designated by the person authorized herein to call such meeting. These meetings may be held electronically or by conference call, as necessary and expedient. Written notice of such meeting shall be sent by appropriate mail or electronic medium to board members by the secretary at least five days and not more than ten days prior to the date of the special board meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the board.

SECTION 5. Voting: Each Active Member in good standing shall be entitled to one vote at any meeting of the club at which he/she is present. Household Members are entitled to two votes provided each individual has met requirements of active membership. Proxy voting will not be permitted at any club meeting.

ARTICLE III DIRECTORS AND OFFICERS

SECTION 1. Board of Directors: The board shall be comprised of the officers and three other persons, all of whom shall be Active Members in good standing and all of whom shall be elected for two-year terms provided in Article IV and shall serve until their successors are elected, with a recommended maximum of 2 consecutive terms in same position. General management of the club's affairs shall be entrusted to the board of directors.

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.

(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 bylaws.

(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 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 bylaws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The books shall at all times be open to inspection by the board 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; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year.

(e) When and if an AKC Delegate is required, the delegate will be appointed by the Board. The delegate will not have a voting position. The delegate may be a member of the Board of Directors or may be a member at large.

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 IV THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

Section 1. Club Year. The Club's fiscal year shall begin on the first day of July and end on the last day of June. The Club's official year shall be the same as the fiscal year. The elected officers and directors shall take office on the first day of the month of July. Each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days.

Section 2. Voting. At the Annual Meeting or at any regular or special meeting of the Club, voting shall be limited to those Active members in good standing who are present at the meeting, except for the election of Officers and Directors and amendments to the constitution and bylaws and which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decisions of the members by written ballot cast by mail.

Section 3. Bi-Annual Election. The election of Officers and Directors shall be conducted by secret ballot of the active membership. Ballots to be valid must be sent to the Recording Secretary (or independent professional firm designated by the Board) postmarked by June 1st. Ballots shall be counted by three inspectors of election who are members in good standing and neither members of the current Board nor candidates on the ballot (Provided, however, that the Board may designate an independent professional firm to send, receive, and count the

ballots). The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 3.

Section 4. Nominations and Ballots. No person may be a candidate in a Club election who has not been nominated in accordance with these bylaws. A Nominating Committee shall be chosen by the Board of Directors before March 1st. The Committee shall consist of three members and two alternates, all members in good standing, no more than one of whom may be a member of the current Board of Directors. The Board shall name a chairman for the Committee. The Nominating Committee may conduct its business by mail, electronic medium, or conference call.

(a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each position on the Board of Directors, and shall procure in writing, the acceptance of each nominee so chosen. The Committee shall then submit its slate of candidates to the Secretary who shall mail the list with the full name of each candidate, to each member of the Club on or before April 1st, so that additional nominations may be made by the members if they so desire.

(b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and postmarked on or before May 1st, signed by three members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one position.

(c) If no valid additional nominations are postmarked on or before May 1st, the Nominating Committee's slate shall be declared elected and no balloting will be required.

(d) If one or more valid additional nominations are postmarked on or before May 1st the Secretary or an independent professional firm designated by the Board shall mail to each member in good standing a ballot, before May 15th, listing all of the nominees for each position in alphabetical order, together with a blank envelope and a return envelope addressed to the Secretary (or designated professional firm) marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballot, may remain secret, each voter, after marking his or her ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Secretary (or designated professional firm) and must be postmarked by June 1st to be counted. The inspectors of election, (or designated professional firm) shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall

certify the eligibility of the voters as well as the results of the voting which shall be published via e-mail to all members following the election.

(e) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above

ARTICLE V COMMITTEES

SECTION 1. The board may each year appoint standing committees to advance the work of the club in such matters as dog shows, education and health, obedience 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. 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 VI 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 interests of the club. Written charges with specifications must be filed in duplicate with the secretary. The secretary shall promptly send a copy of the charges to each member of the board or 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. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date for a hearing by the board not less than three weeks or more than six weeks thereafter. The 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/her own defense and bring witnesses if he/she wishes.

SECTION 3. Board Hearing. The board shall have complete authority to decide if 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 reprimand or 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 finding 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.

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 sixty days but not earlier than thirty 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 this meeting. The President shall read the charges and the board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members 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. If expulsion is not so voted, the board's suspension shall stand.

ARTICLE VII AMENDMENTS

SECTION 1. Amendments to the constitution and bylaws may be proposed by the board of directors or by written petition addressed to the secretary signed by twenty percent of the Active Membership in good standing. Amendments proposed by such petition shall be promptly considered by the board of directors and must be submitted to the Active Members with recommendations of the board by the secretary for a vote within three months of the date when the petition was received by the secretary.

SECTION 2. The constitution and bylaws may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each *active* member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual/envelope procedures described in Article IV, Section 4(d) shall be followed for handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than thirty days after the date postmarked by which date the ballots must be returned to the Secretary to be counted. The favorable vote of two-thirds of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

SECTION 3. Upon accreditation of this club by The American Kennel Club, no amendment to the constitution and bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

**ARTICLE VIII
DISSOLUTION**

SECTION 1. The club may be dissolved at any time by the written consent of not less than two-thirds of the Active Members. In the event of the dissolution of the club other than for purposes of reorganization 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, but 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 IX
ORDER OF BUSINESS**

SECTION 1. 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 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
Braggs of members
Adjournment

SECTION 2. 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 X
PARLIAMENTARY AUTHORITY**

SECTION 1. 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 bylaws and any other special rules of order the club may adopt.