

BASENJI CLUB OF SOUTHEASTERN WISCONSIN

CONSTITUTION AND BYLAWS

CONSTITUTION

ARTICLE I

SECTION 1

The name of the Club shall be **BASENJI CLUB OF SOUTHEASTERN WISCONSIN**, referred to hereinafter as "the Club."

SECTION 2

The objects of the Club shall be:

- (a) to encourage and promote quality in the 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 excellence by which basenjis shall be judged.
- (c) to do all in its power to protect and advance the interest of all breeds of pure-bred dogs and to encourage sportsmanlike competition at dog shows and field trials.
- (d) to hold events for which the club is eligible under the rules and regulations of the American Kennel Club.
- (e) to educate the public about responsible basenji ownership.

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 of individual.

SECTION 4

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

BYLAWS

ARTICLE I

Membership

SECTION 1. ELIGIBILITY

Membership shall be open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. There shall be three types of membership:

- (a) **REGULAR:** Any person who has reached the age of 18 shall be a regular member with full privileges from the date of membership. There shall be two classes of regular membership:
 - Single:** Open to all persons eighteen years of age or older who hold regular voting privileges.
 - Household:** Household membership shall be defined as membership held by two adult persons residing at the same address. Each household member shall have individual voting rights.
- (b) **JUNIOR:** Open to all persons under 18 years of age; cannot vote or hold office and may automatically convert to regular membership upon reaching their 18th birthday.
- (c) **LIFETIME:** The Club may appoint lifetime members in recognition of outstanding service to the breed. Lifetime members may be nominated wither by means of a petition addressed to the Secretary signed by five members in good standing or by a majority vote of the Board. Nominees shall be notified of their nomination by the Club Secretary and shall be given the option of accepting or declining the nomination. The names of those accepting nomination shall be submitted to the Club membership for vote, and lifetime membership shall be granted if the nominee receives affirmative votes of 2/3 of those voting. Lifetime members shall receive a subscription to the Club newsletter and shall hold individual voting privileges, but shall neither hold office nor pay dues.

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 immediate area.

SECTION 2. DUES. Membership dues shall not exceed:

- (a) Regular : \$12.00 Single Membership
- (b) \$20.00 Household Membership (each adult having one vote)
- (c) Junior
\$3.00 Single Membership
\$1.00 if an adult in the Junior's family holds a regular membership

Dues are payable on or before the 1st day of January each year. During the month of November, the Treasurer shall send to each member a statement of his/hers dues for the ensuing year. Membership of applicants elected after October 1st shall be extended through the following year. Membership dues shall be set annually by an affirmative vote of 2/3 of the Board. An affirmative vote of 2/3 of the board shall be required to change the dues amount.

SECTION 3. ELECTION TO MEMBERSHIP.

Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by these constitution and bylaws 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 of the Club. 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. At the next Club meeting, the application will be voted upon and affirmative votes of 2/3 of the members present and voting at the meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may reapply no sooner than one year from the date of denial.

SECTION 4. TERMINATION OF MEMBERSHIP. Members may be terminated by:

- (a) **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 January of each year.
- (b) **LAPSING.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid on February 1st of each year; however, the Board may grant an additional 30 days of grace. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of the meeting.
- (c) **EXPULSION.** A membership may be terminated by expulsion as provided in ARTICLE VI of these bylaws. Any member who has lapsed or resigned may reapply for membership as specified in ARTICLE 1, Section 3 of these bylaws.

ARTICLE II

Meetings

SECTION 1. CLUB MEETINGS.

Club meetings are held monthly. Meetings of the Club shall be held in the greater Milwaukee area. The body responsible for calling Club and Board meetings is the Board of Directors.

Written notice of each such meeting shall be mailed by the Secretary at least 10 days prior to the to the date of the meeting. The quorum for such meetings shall be two-thirds (2/3) of the current Officers/Board of Directors. All general members in good standing who attend the meetings shall voting privileges.

SECTION 2. SPECIAL CLUB MEETINGS.

Special Club meetings may be called by the President, or by a majority of the members of the Board who are present and voting at the 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 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 mailed by the Secretary at least 5 days 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 meetings shall be two-thirds (2/3) of the current Officers/Board of Directors. All general members in good standing who attend the meetings shall voting privileges.

SECTION 3. BOARD MEETINGS.

Meetings of the Board of Directors may be held immediately prior to the regular monthly Club meeting. Written notice of each such meeting shall be mailed 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, and shall be circulated by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held at a such a place, date, and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a 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 that member is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III

Directors and Officers

SECTION 1. BOARD OF DIRECTORS.

The Board of Directors shall be comprised of the President, Vice President, Secretary, and Treasurer and three other persons all of whom shall be members in good standing, and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in ARTICLE IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2. DUTIES.

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 by 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; in addition to those specified by these Bylaws or as directed by the President.
- (c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters which a record shall be ordered by the Club. He or She shall 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 by these bylaws.
- (d) The Treasurer shall collect and receive all monies due or belonging to the Club. He or she shall deposit the same in a bank designated by the Board, in the name of the Club. His or her books shall be at all times open to the inspection of the Board and he or she shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he or she shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amounts as the Board of Directors shall determine.

SECTION 3. VACANCIES

Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by the 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 the 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 1st day of January and end on the 31st of December.

The Club's official year shall begin immediately at the conclusion of the election at the Annual Meeting and shall continue through the election at the next Annual Meeting.

SECTION 2. ANNUAL MEETING.

The Annual Meeting shall be held by August 1st of each year and shall have a quorum of 20% of members in good standing 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. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his or her 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 three 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 the Club who has not been nominated in accordance with these bylaws. During the month of February, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify committeemen and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his or her duty to call a Committee meeting which shall be held on or before May 1.

- (a) The Committee shall nominate one candidate for each office and three candidates for the three other positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- (b) Upon receipt of the Nominating committee's report, the Secretary shall before May 15th notify each member in writing of the candidates nominated.
- (c) Additional nominations may be made at the June meeting by any member in attendance provided that the person so nominated accepts when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his or her proposer shall present to the Secretary a written statement from the proposed candidate signifying his or her willingness to be a candidate.
- (d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

ARTICLE V

Committees

SECTION 1.

The Board may each year appoint standing committees to advance the work of the Club in such matters as shows, 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.

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 of 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 or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. 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 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 it may refuse to entertain jurisdiction. 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 together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if he or she wishes.

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. Upon receipt of the accusee's 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 complainant and defendant, the Board may, by majority of those present, suspend the defendant from all privileges of the Club for not more than six months. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, the suspension shall not restrict the defendant's right to appear before his or her fellow-members at the

ensuing Club meeting which considers the Board's recommendations. 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.

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. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. 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 VII

Budget

SECTION 1. BUDGET.

The Board shall adopt in November, and may amend from time to time, a budget to cover anticipated expenditures for the year. Approval of the budget shall constitute authority for the Treasurer to pay the bills covered thereby. Subject to instructions from the Board, the Treasurer shall assign each expenditure to its proper category within the budget.

SECTION 2. EXTRAORDINARY EXPENDITURES.

If, in the opinion of the Treasurer, any item in any bill to the Club is in excess of or is not covered by the Budget, the question shall be immediately submitted to the Board for its decision.

ARTICLE VIII

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 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 when the petition was received by the Secretary.

SECTION 2. The constitution and Bylaws may be amended by a 2/3 vote of the members present 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 good standing. In the event of the dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by action 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 X

Order of Business

SECTION 1.

At a meeting 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
Adjournment

*(This should come after the election of Officers and the Board, if taken up at the Annual Meeting.)

SECTION 2.

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

Reading of the minutes of last meeting
Report of Secretary
Report of Treasurer
Reports of Committees

Unfinished business
New business
Adjournment

ARTICLE XI

SECTION 1. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Robert's Rules or 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.

REVISIONS

April 17, 1983 Created

January 20, 1985 Constitution, ARTICLE I, SECTION 1
"BASENJI CLUB OF SOUTHEASTERN WISCONSIN"

March 3, 1985 Bylaws, ARTICLE II, SECTIONS 1,2,3,4
Meeting site - "Greater Milwaukee area"

March 31, 1985 Bylaws, ARTICLE II, SECTIONS 1,2,3,4
Meeting site - "Elm Grove, Wisconsin"

February 11, 1989 Constitution, ARTICLE 1, SECTION 2 (e) "to educate the public about responsible basenji ownership."
Constitution, ARTICLE I, SECTION 4 "The members of the Club shall adopt and from time to time revise such Bylaws as may be required to carry out these objectives."
Bylaws, ARTICLE I, SECTION 3,4 (a)
Bylaws, ARTICLE II, SECTIONS 1,2,3,4 Meeting site, - "Milwaukee, Wisconsin"

September, 1995 Constitution, ARTICLE 1, SECTION 1 "referred to...as the Club"
Constitution, ARTICLE 1, SECTION 2 (c) "...and field trials"
Constitution, ARTICLE 1, SECTION 2 (c) eliminate obedience trials
Constitution, ARTICLE 1, SECTION 2 (d) eliminate obedience trials
Bylaws, ARTICLE I, SECTION 1 Membership - Eligibility:

"Membership...purposes of this club."
"Regular...two classes of membership"
"Single...voting privileges"
"House...voting rights"
"Lifetime...nor pay dues"

Bylaws, ARTICLE I, SECTION 2 Dues Regular \$7.00; Household \$12.00;

Junior \$3.00; Single Membership; \$1.00 with Household
Bylaws, ARTICLE I, SECTION 2 eliminate "November...current year."
Addition "Membership of applicants...dues amount."
Bylaws, ARTICLE I, SECTION 3 Addition "...in good standing of the Club." Addition "Applicants for membership...reapply no sooner than one year from the date of denial."
Bylaws, ARTICLE I, SECTION 4 (a) Resignation "Dues obligations...of January of each year."
Bylaws, ARTICLE I, SECTION 4 (b) Lapsing "...dues remain unpaid on March 1st of each year."

Bylaws, ARTICLE I, SECTION 4 (c) Expulsion "Any member...of these bylaws."
Bylaws, ARTICLE II Eliminate "Meeting and Voting." Addition "Meetings"
Bylaws, ARTICLE II, SECTION 1 Club Meetings, eliminate "Milwaukee, Wisconsin" Addition "Meetings of the Club shall...southeastern Wisconsin."
Bylaws, ARTICLE II, SECTION 2 Special Club Meetings, eliminate "Elm Groove, Wisconsin."
Bylaws, ARTICLE II, SECTION 3 Board Meetings, "Meetings of the Board of Directors may be held....monthly club meeting."
Bylaws, ARTICLE II, SECTION 4 Special Board Meetings, "Special meetings...and shall be circulated by the Secretary ...of the Board."
Bylaws, ARTICLE II, SECTION 5 Voting. Eliminate.
Bylaws, ARTICLE III, SECTION 2 Eliminate "Officers." Addition "Duties" (b) "The Vice President ..., in addition...by the President."
Bylaws, ARTICLE IV, SECTION 4 Nominations "No person may be...in accordance with these Bylaws." (a) "The Committee shall nominate one candidate...in writing."
Bylaws, ARTICLE V, SECTION 1 "The Board may each year...field trials...served by committees."
Bylaws, ARTICLE VI, SECTION 2 Charges, "Any member may best...of the Club or the breed."
Bylaws, ARTICLE VI, SECTION 3. Board Hearing, Eliminate "Should the charges be sustained,...of the hearing." Addition, "Upon receipt of the accusee's reply...of the Club for not more than six months."
Bylaws, "ARTICLE VII Expenditures"; SECTION 1 BUDGET:...with the budget."
"SECTION 2. EXTRAORDINARY EXPEDITURES:...to the Board for its decision. Bylaws, "ARTICLE VIII Amendments"
Bylaws, ARTICLE IX Dissolution"; SECTION 1, "The Club may be dissolved...in good standing."; "In the event of the dissolution ...action...of the Club." "After...Board of Directors."
Bylaws, ARTICLE X, Order of Business, SECTION 2 "Reading of the minutes of the last meeting...New Business, Adjournment."

June 14, 1997

Bylaws, ARTICLE II Club Meetings, SECTION 1 "The Quorum...two-thirds (2/3) of the current Officers/Board of Directors. All general members in good standing who attend the meetings will have voting privileges."
Bylaws, ARTICLE II Special Club Meetings; SECTION 2 "The Quorum...two-thirds (2/3) of the current Officers/Board of Directors. All general members in good standing who attend the meetings will have voting privileges."
Bylaws, Effective January 1, 1998. ARTICLE IV Annual Meeting; SECTION 2 "The Annual Meeting...in conjunction with the Club annual AKC Specialty show and shall have a quorum of 20% of members in good standing...."
Bylaws, Effective January 1, 1998. ARTICLE IV Nominations, SECTION 4. Amend to "During the month of February..." and "The Board shall...on or before...May 1st"; (b) "Upon...before May 15th..."; (c) "Additional...June meeting...."

November 4, 2000

Constitution, SECTION 2, (d) Changed "to conduct sanctioned and licenses specialty shows under the rules of the American Kennel Club"

to "to hold events for which the Club is eligible under the rules and regulations of the American Kennel Club.

Bylaws, ARTICLE 1, Section 1 (b) removed "Junior members may not hold office and are not eligible to vote." Added "cannot vote or hold office and may automatically convert to regular membership upon reaching their 18th birthday.

ARTICLE 1, Section 2. Dues. Changed dues amounts from \$7.00 Single Membership to \$12.00 Single Membership; \$12.00 Household Membership... to \$20.00 Household Membership.... "Changed "Membership of applicants elected during the months of October, November, and December shall be extended through..." to "Membership of applicants elected after October 1st shall be extended through..." Removed "Affirmative votes of 2/3 of the Board shall be required to change the dues amount." Replaced by "Membership dues shall be set annually by an affirmative vote of 2/3 of the Board. An affirmative vote of 2/3 of the board shall be required to change the dues amount."

ARTICLE 1, Section 3. Changed "...the application will be voted upon and affirmative votes of 3/4 of the members present..." To "...the application will be voted upon and affirmative votes of 2/3 of the members present..."

ARTICLE 1, Section 4 (b) Lapsing. Changed "...members' dues remain unpaid on March 1st of each year..." to "...members' dues remain unpaid on February 1st of each year..."

Bylaws, ARTICLE II, Section 1, Changed "Meetings of the Club shall be held in southeastern Wisconsin. The date, hour, and place of subsequent meetings shall be decided upon by the majority of the members at the previous meeting" to "Meetings of the Club shall be held in the greater Milwaukee area. The body responsible for calling Club and Board meetings is the Board of Directors."

ARTICLE 11, Section 5 Voting. Added in its entirety.

Bylaws, ARTICLE IV, Section 2, Changed "The Annual Meeting shall be held in conjunction with the Club annual AKC Specialty Show..." to "The Annual Meeting shall be held by August 1st of each year and...."

Bylaws, ARTICLE VIII. Amendments. Reinstated. Omitted accidentally during September 1995 revision.

Bylaws, ARTICLE XI. Parliamentary Authority. Added in its entirety