

EMERALD EMPIRE BASSET HOUND FANCIERS, INC.
CONSTITUTION

ARTICLE I

Name and Objectives

SECTION 1. The name of the Club shall be Emerald Empire Basset Hound Fanciers, Inc.

SECTION 2. The objectives of the Club shall be:

- a) To encourage and promote quality in the breed of purebred Basset Hounds and to do all that is possible to bring the Basset Hound's natural qualities to perfection;
- b) To urge members to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which Basset Hounds shall be judged;
- c) To do all in the Club's power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and performance events under the rules of the American Kennel Club;
- d) To conduct sanctioned and licensed specialty shows and performance events under the rules of the American Kennel Club.

SECTION 3. The Club shall not be operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall benefit any member.

SECTION 4. The members of the Club shall adopt and may, from time to time, revise the Club's constitution and by-laws as may be required to carry out these objectives.

EMERALD EMPIRE BASSET HOUND FANCIERS, INC.

BY-LAWS

ARTICLE I

Membership

SECTION 1. ELIGIBILITY.

Membership is open to all persons eighteen years of age and older who are in good standing with The American Kennel Club and who subscribe to the objectives of the Club.

While membership is to be unrestricted as to residence, the Club's purpose is to be representative of breeders and exhibitors in the greater Willamette Valley, Oregon.

SECTION 2. DUES

Dues shall be set by the board and shall be paid on or before the 1st day of January of each year. During the month of November, the Treasurer shall notify each member of his/her dues obligation for the following year.

SECTION 3. ELECTION TO MEMBERSHIP.

Each applicant for membership shall apply on a form as approved by the Board of Directors. By his/her signature on the application form, the applicant agrees to abide by the constitution and by-laws of Emerald Empire Basset Hound Fanciers, Inc. (EEBHF) and the rules of The American Kennel Club. The application shall include the applicant's name, address, phone number, and e-mail address and shall be endorsed by two (2) current members of EEBHF in good standing. The applicant shall submit dues payment for the current year with the application.

All applications shall be filed with the Secretary. Each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting, the applicant will be voted upon and affirmative votes of 3/4 of the members present and voting at that meeting shall be required to elect the

applicant to membership.

Applicants for membership who have been rejected by the Club may not reapply for membership for six (6) months after rejection.

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.
- b) By lapsing. A membership will be considered as lapsed and automatically terminated if a member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board of Directors (Board) may grant an additional 90 days of grace to such a delinquent member.
- c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of the by-laws.

ARTICLE II

Meetings and Voting

SECTION 1. CLUB MEETINGS.

Club meetings shall be held within the greater Willamette Valley at such hour and place as designated by the Board of Directors. Notice of each meeting shall be mailed or electronically mailed to members by the Secretary at least 5 days prior to the date of the meeting. The quorum for meetings shall be twenty percent of the members in good standing.

SECTION 2. SPECIAL CLUB MEETINGS.

Special Club meetings may be called by (a) the President, or (b) by a majority vote of the members of the Board who are present and voting at any regular or special meeting, or (c) shall be called by the Secretary upon receipt of petition signed by five (5) members of the Club who are in good

standing. Special meetings shall be held within the greater Willamette Valley area at such place, date, and hour as designated by the person or persons authorized to call such meetings. Written notice of such meetings shall be mailed or electronically-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. No other Club business will be considered. 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 within the greater Willamette Valley such hour and place designated by the Board. Written notice of each meeting shall be mailed or electronically 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 or shall be called by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Special meetings shall be held within the greater Willamette Valley area at such place, date, and hour as may be designated by the person authorized to call such meetings. Written notice shall be mailed or electronically mailed by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. The meeting notice shall state the purpose of the meeting and no other business shall be considered. 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 vote at any meeting of the club at which he or she is present. No member may vote whose dues are not paid for the current year. Proxy voting is not permitted.

ARTICLE III

Directors and Officers

SECTION 1. BOARD OF DIRECTORS.

The Board shall be comprised of the President, Vice President, Secretary, and Treasurer, elected for one-year terms, and two directors, elected for two-year terms. All elected officials shall be members in good standing and shall be elected at the Club's annual meeting as provided in Article IV. Elected officials shall serve until their successor(s) are elected. 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 with regard to both the general Club and the Board and their 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 the 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 keep a record of all Club meetings, Board meetings, and of all matters pertaining to Club activity. The Secretary shall electronically mail the minutes of the previous meetings to members within a reasonable time after the meeting and not later than at the time of the notice of the next meeting. The Secretary shall have charge of 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, act as the Club historian, and carry out such other duties as are prescribed in the by-laws.

- d) The Treasurer shall collect and receive all moneys due or belonging to the Club. The Treasurer shall deposit the same in a bank designated by the Board in the name of the Club. The Club's books shall at all times be open for inspection by the Board; and the Treasurer shall report to the Club at every meeting, the condition of the Club's finances, including every item of receipt or payment not before reported. At the annual meeting, the Treasurer shall render an account of all moneys received and expended during the previous fiscal year.
- e) The offices of Secretary and Treasurer may be held by the same person. In such case, the Board shall be comprised of the officers and three (3) other persons.
- f) Officers may serve no more than three (3) terms in succession in the same position.
- g) Directors term of office shall be two (2) years. Position one shall be elected on odd numbered years, and position two shall be elected on even numbers years.
- h) The President and Treasurer shall not reside in the same household.
- i) The President shall appoint an audit committee in December of each year. The audit shall be conducted before the annual meeting to be held the following January. The results of the audit shall be presented at the annual meeting. The audit committee shall consist of the President (chair) and two additional members in good standing. The current EEBHF Treasurer shall not be a member of the audit committee, but may be asked to be present at the audit to answer any questions.

SECTION 3. VACANCIES.

Any vacancy occurring on the Board or among the officers shall be filled until the next annual election by a majority vote of all the members of the Board at its first meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose. The Vice-President shall fill a vacancy in the office of President initially and the Board shall fill the resulting vacancy in the office of Vice-President.

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 day 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 in the month of January. Officers and Directors for the next year shall be elected by secret, written ballot from among those nominated in accordance with Section 3 of this Article. Those receiving a majority vote and thus elected shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. NOMINATIONS.

No person may be a candidate for a Club office who has not been nominated. During the month of October, the President shall appoint a Nominating Committee consisting of three (3) members and one (1) alternate, not more than two of who may be members of the Board. The President shall immediately notify the committee and alternate of their appointment. The President shall name a Chairperson for the committee and it shall be the Chairperson's duty to call a committee meeting that shall be held before the end of November.

a) The Nominating Committee shall nominate one (1) candidate for each office and one (1) candidate for the position of Director. After securing the consent of each nominated person, the committee chair shall immediately report the nominations to the Secretary in writing.

b) Upon receipt of the Nominating Committee's report, and before the month

of December, the Secretary shall notify each member, in writing, of the candidates so nominated.

- c) Additional nominations may be made at the December meeting by any member in attendance, provided that the person nominated does not decline when his/her name is proposed, and provided further that if the nominated candidate is not in attendance at this meeting, the person making the nomination shall give the Secretary a written statement from the nominated candidate signifying his/her willingness to be a candidate. No person may be a candidate for more than one (1) position, excepting Secretary/Treasurer.
- d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

SECTION 4. ELECTIONS.

The nominated candidate receiving the greatest number of votes for each position shall be declared elected.

ARTICLE V

Committees

SECTION 1.

The President may appoint standing committees. The Board may appoint special committees. The Board shall have authority over standing or special committees. The Committee chair shall appoint committee members to advance the work of the committee.

SECTION 2.

- a) Any committee so appointed may be terminated by a majority vote of the full membership of the Board upon written notice to the committee;
- b) Any committee chairperson may be terminated by majority vote of the Board;

- c) The Board may appoint successors to 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, shall be suspended automatically from the privileges of EEBHF 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 specifications must be filed in duplicate with the Secretary together with a deposit of \$50.00 that shall be forfeited if, following a hearing, the Board does not sustain the 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 first shall consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or breed. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the Club or breed, it may dismiss the charge. If the Board chooses to hear the charges, it shall fix a date of hearing by the Board, not less than three (3) weeks nor more than six (6) weeks after receiving notice of the charge. The Secretary shall promptly send a 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 present witnesses.

SECTION 3. BOARD HEARING.

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented, the Board may, by a majority vote of

those present, suspend the accused from all privileges of the Club for not more than six (6) months from the date of the hearing. If the Board deems a six-month suspension insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the accused's right to appear before the membership at the next Club meeting that considers the Board's recommendation. Immediately after the Board reaches 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 from the Club of an accused 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 accused shall have the privilege of appearing in his/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 accused, if present, to speak on his/her own behalf. The members then shall vote on the Board's recommendation by secret, written ballot. 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

Amendments

SECTION 1.

- a) Amendments to the EEBHF Constitution and By-laws may be proposed by the Board. Proposed amendments shall be mailed or electronically mailed to the membership along with notice of the meeting at which the amendments shall be voted upon. Amendments proposed by the Board shall be voted upon within 90 days of the Board's submission.

- b) Amendments to the EEBHF Constitution and By-laws may be made by written petition addressed to the Secretary signed by twenty percent of the membership in good standing. Amendments proposed by petition shall be promptly considered by the Board and must be submitted by the Secretary to the members, with the Board's recommendation, for a vote within 90 days of the date when the Secretary received the petition.

SECTION 2.

The constitution and by-laws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting.

ARTICLE VIII

Dissolution

SECTION 1. DISSOLUTION.

The Club may be dissolved at any time by the written consent of not less than 2/3 of the total members in good standing. In the event of dissolution of the Club other than for purposes of reorganization, whether voluntary or by operation of law, no Club property, assets or proceeds shall be distributed to any Club member. 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 shall be as follows:

Roll Call
Minutes of last meeting
Report of President
Report of Secretary
Report of Treasurer
Report of Committees
Election of Officers and Board (at annual meeting)
Election of new members
Unfinished business
New business
Adjournment

SECTION 2.

At any 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
New business
Adjournment

Amended September 24, 2000 (General Club meeting)

Amended August 14, 2001 (General Club meeting)

Amended August 10, 2008 (General Club meeting)