

AFGHAN HOUND CLUB OF AMERICA, INC.

CONSTITUTION and BY-LAWS

Adopted 1971

Amended 1975, 1979, 1995, 2001 and 2017

CONSTITUTION

ARTICLE I

Name and Objectives

SECTION 1. The Name of the Club shall be the Afghan Hound Club of America, Inc.

SECTION 2. The objects of the Club shall be:

- a to preserve and protect the breeding of pure-bred Afghan Hounds and to do all possible to bring their natural qualities to perfection;
- b to encourage the organization of independent local Afghan Hound Specialty Clubs in those areas where there are sufficient fanciers of the breed;
- c to urge members and breeders to be guided by the standard of the breed as approved by the American Kennel Club and to accept it as the only standard of excellence by which Afghan Hounds shall be judged;
- d to do all in its power to protect and advance the interests of the Afghan Hound and to encourage sportsmanlike conduct at dog shows;
- e to conduct sanctioned matches and specialty shows under the rules of the American Kennel Club.

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

This Club is incorporated as a membership corporation under the laws of the State of New York. The date of incorporation is November 17, 1950.

SECTION 4. 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 objectives.

BY-LAWS

ARTICLE I

Membership

SECTION 1. Eligibility. There shall be four types of membership open to all legal residents of the United States of America who are eighteen years of age or older and in good standing with the American Kennel Club, who subscribe to the purposes of this Club, and who conform to the Election to Membership process (Section 3).

- a Regular Membership.** Enjoys all the privileges of the Club including the right to vote and hold office.
- b Honorary Membership.** By a 2/3 majority vote, the Board may elect an honorary member. Honorary members will not be required to pay dues and are not eligible to vote or hold office.
- c Life Memberships.** By a 2/3 majority vote the Board may confer a life member. Life members will not be required to pay dues, but are eligible to vote and hold office.
- d Associate Membership.** Entitled to all club privileges except voting and office holding.

SECTION 2. Dues. Membership dues shall be established by the Board of Directors, consistent with the principle that dues shall be as low as feasible for the prudent fiscal management of the organization. In any year when the Board has not adjusted the membership dues by January 1, the previous year's dues shall continue to be in effect. Dues are payable on or before the first day of the fiscal year (February 1). No member may vote whose dues are not paid for the current year.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form which has been approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Constitution and By-Laws, the rules of the American Kennel Club, the standards for membership and any code of ethics approved by the membership. The application shall carry the endorsement of two members in good standing (husband and wife are to be considered as only one membership for this purpose) and shall provide such information as the Board may specify. The applicant shall remit a nonrefundable processing fee with the membership application.

Affirmative votes of 2/3 of the Directors present at a meeting or 2/3 of the entire Board voting by mail or other hard copy shall be required to elect an applicant. The voting may be by secret ballot at any meeting of the Board or by secret vote of the Directors by mail. Dues are payable immediately upon notification of acceptance to membership.

An application which has received a negative vote by the board may be presented by one of the applicant's endorsers at the next meeting of the Club, and the applicant may be elected to membership by a favorable vote of 75% of the members present.

SECTION 4. 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 Corresponding Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club, and this debt is incurred on the first day of each fiscal year.
- b Lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year. The board, however, may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case shall a person be entitled to vote at a Club meeting or election if his/her dues are unpaid two weeks prior to the meeting or ballot.
- c Expulsion.** A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

ARTICLE II

Meetings

SECTION 1. Annual Meeting. The Annual Meeting of the Club shall be held in conjunction with the Club's Specialty Show if possible, at a place, date, and hour designated by the Board of Directors.

Written notice of the Annual Meeting shall be mailed to each member by the Corresponding Secretary at least 30 days prior to the date of the meeting. The quorum for the Annual Meeting shall be 10% of the members in good standing.

SECTION 2. Special Club Meetings. Special Club meetings may be called by the President; by a majority vote of the members of the Board who are present at a meeting of the Board or who vote by mail; or by the Corresponding Secretary upon receipt of a petition signed by 10% of the Club's members in good standing. Such meetings shall be held at such place, date and hour as may be designated by the Board of Directors. Written notice of such meetings shall be mailed by the Corresponding Secretary at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting, and no other club business may be transacted. The quorum for such a meeting shall be 10% of the members in good standing.

SECTION 3. Board Meetings. The first meeting of the Board of Directors shall be held as soon as possible following the certification of the election. Other meetings of the Board shall be held at such times and places as are designated by a majority vote of the Board. Written notice of each such meeting shall be mailed by the Corresponding Secretary to each member of the Board at least 14 days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board voting in person, by mail, fax or telephone conference call.

SECTION 4. Board Business. The Board of Directors may also conduct business by telephone conference call, mail and fax provided it does not conflict with any other provisions of these Bylaws. Responses must be received from a majority (quorum) of the Board members for the results of the ballot to be valid. Items voted upon by telephone conference call, mail and fax must be confirmed in writing by the Recording Secretary to all board members within seven days.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the President, First Vice-President, Second Vice-President, Corresponding Secretary, Recording Secretary, Treasurer and six other persons all whom shall be members in good standing who are residents of the United States. The Officers shall be elected for two and the other Board members shall be elected for three year terms 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.

Transition:

At the first election following adoption of this By-Law amendment, the President, First Vice-President, Recording Secretary and Delegate shall be elected for two year terms. The remaining Officers shall be elected for one year terms. In the following year, the Second Vice-President, Corresponding Secretary and Treasurer shall be elected for two year terms and the Officers shall alternate in that pattern for election in succeeding years. Each year, two of the six members of the Board of Directors who are not Officers shall be elected for a term of three years.

SECTION 2. Terms of Office.

- a Officers.** The President, Vice-Presidents, Secretaries and Treasurer shall be elected for two year terms as provided in Article IV. They shall serve in their respective capacities with regard to both the Club and its meetings and the Board and its meetings.
- b Board Members.** Each year, two of the six members of the Board who are not Officers shall be elected for a term of three years.
- c Delegate:** The Delegate shall be elected by the membership for a term of two years.

SECTION 3. Duties.

- 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 the President in addition to those particularly specified in these By-Laws.
- b** The Vice-President, in order of office, shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- c** The Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken, and of any other matters of which a record shall be ordered by the Club or the Board, and keep a roll of the members of the Club, and carry out duties as are prescribed in these By-Laws.
- d** The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify Officers and Directors of their election to Office, notify new members of their election to membership, and carry out such duties as are prescribed in these By-Laws.

- e The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank approved by the board, in the name of the club. The books shall at all time be open to inspection by the board and a report shall be given at every meeting of 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. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

SECTION 4. 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 remaining members of the Board; except that a vacancy in the office of President shall be filled automatically by (in order of precedence) the First or Second Vice-President, and the resulting vacancy in the office of Vice-President, shall be filled by the board.

SECTION 5. Termination of Office.

- a Any Officer may resign his/her position of office upon written notice to the President or Corresponding Secretary and be effective upon receipt of notice.
- b Attendance is expected at all board meetings. If an Officer or director misses two consecutive meetings without just cause, he/she shall be removed from office. This termination may be overturned by a 2/3 majority of the Board members present or 2/3 majority vote of the Board by other hard copy.
- c Performance of specified duties is expected. If an Officer or Director fails to perform the duties of the office without just cause a 2/3 majority vote of the Board members present or a 2/3 majority vote of the Board may terminate him/her from office by other hard copy.
- d Any vacancy shall be filled according to Article III, Section 4.

ARTICLE IV

The Club Year, Voting, Annual Elections & Nominations

SECTION 1. Club Year. The Club's fiscal year shall begin on the 1st day of February and end on the 31st day of January. The Club's official year shall begin immediately at the conclusion of the election and shall continue through the next election. The elected Officers and Directors shall take office on February 1, 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 certification of the election.

SECTION 2. Voting. At the Annual Meeting or at a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of Officers, Delegates and Directors, amendments to the Constitution and By-Laws, and amendments to the standard for the breed, 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 decision of the members by written ballot cast by mail or in accordance with AKC's procedure on Electronic Balloting for the AKC Parent Clubs.

SECTION 3. Annual Election. The election of Officers, Directors and Delegate shall be conducted by mail ballot. Ballots to be valid must be received on or before January 5th, at the designated address. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. A report of those persons elected, by position, shall be prepared by the Corresponding Secretary, and communicated to the general membership by mail on or before February 1st. Newly elected Officers and Directors will normally succeed to office on February 1. In the event the election is not complete by February 1, the retiring Officers and Directors shall continue in their respective positions until the election can be certified.

SECTION 4. Nominations and Ballots. No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws. The Nominating Committee shall be chosen by the Board of Directors before August 1st. The Committee shall consist of five members and two alternates, all members in good standing, one of whom shall 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 means or other hard copy.

- a The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each position of the Board of Directors to be elected in that

year, and a candidate for the Delegate to the American Kennel Club. A written letter of consent to be nominated with an agreement of understanding of Article III, Sections 3 and 5 of the By-Laws to the Constitution shall be required. The Committee shall then submit its slate of candidates to the Recording Secretary who shall mail the list to each member of the Club on or before October 15, 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 Recording Secretary and received at his/her regular address on or before November 15th, signed by five members. A written letter of consent to be nominated with an agreement of understanding of Article III, Sections 3 and 5 of the By-Laws to the Constitution shall be required. Except for the position of Delegate, no person shall be a candidate for more than one position.
- c If no valid nominations are received by the Recording Secretary on or before November 15th, the Nominating Committee's slate shall be declared elected and no balloting will be required.
- d If one or more valid additional nominations are received by the Recording Secretary on or before November 15th, he/she on or before December 1st, shall mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order together with a blank envelope and a preaddressed return enveloped marked "Ballot" and bearing the name of the member or members, if husband and wife, to which the ballot(s) was sent. So that the ballots may remain secret, each voter, after marking his/her ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the independent election monitor. The inspectors of election 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 announced in the manner provided in Section 3.

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, 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 positions whose service has 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 or breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$25 which shall be forfeited if such charges are not sustained following a hearing.

The Corresponding 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, would 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 interest of the Club or to the breed, 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, or a Committee designated by the Board, not less than 3 weeks nor more than 6 weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the accused member may personally appear in his/her own defense and bring witnesses if he/she wishes.

SECTION 3. Board Hearing. The Board or Committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused member shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused member, the Board or Committee 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 recommendation of the Board or Committee.

Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member of the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon recommendation of the Board or Committee as provided in Section 3 of this Article. The accused member 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 findings and recommendations, and shall invite the accused member, if present, to speak on his/her own behalf. The members present shall then vote by secret written ballot on the proposed expulsion. If the expulsion is not so voted, the suspension, if it has not already expired, shall stand.

ARTICLE VII

Amendments

SECTION 1. Amendments to the Constitution and By-Laws and to the standard for the breed may be proposed by the Board of Directors or by written petition addressed to the Corresponding 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 Recording Secretary for a vote within three months of the date when the petition was received by the Corresponding Secretary.

SECTION 2. The Constitution and By-Laws and the standard for the breed may be amended at any time provided a copy of the proposed amendment has been mailed or sent in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs and in compliance with NY State law by the Recording Secretary to each 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 in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date postmarked, by which date the ballots must be returned to the Recording Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to affect any such amendment.

SECTION 3. No amendment to the Constitution and By-Laws or to the standard for the breed 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 2/3 of the members. In the event of the dissolution of the Club 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
- Approval of Minutes of the previous meeting
- Report of the President
- Report of the Corresponding Secretary
- Report of the Recording Secretary

- Report of Treasurer
- Report of Committees and Board (at Annual Meeting)
- Election of New Members
- Unfinished business
- New business
- Adjournment

SECTION 2. At meetings of the Board, the order of business unless otherwise directed by majority votes of those present shall be as follows:

- Roll Call
- Approval of Minutes of the previous meeting
- Report of President
- Report of Corresponding Secretary
- Report of Recording Secretary
- Report of Treasurer
- Report of Committees
- Unfinished business
- Election of New Members
- New business
- Adjournment

ARTICLE X

Roberts Rules of Order, revised, shall govern the proceedings of this Club in all cases to which they are applicable, and in which they are not inconsistent with this Constitution and By-Laws.