

# Basenji Club of America, Inc.

## Constitution

**SECTION 1.** The name of the Corporation shall be The Basenji Club of America, Inc., 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 Basenjies and to do all possible to bring their natural qualities to perfection.

(b) To assist in the organization of local Basenji specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club and of the Basenji Club of America, and to provide consistent guidelines for the affiliation of those local clubs with the parent Club.

(c) 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 Basenjies shall be judged.

(d) To do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike competition at dog shows, field trials, and obedience trials.

(e) To conduct sanctioned matches, specialty shows, and other performance events under the rules 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.

**SECTION 4.** The members of the Club shall adopt and from time to time revise such by-laws as may be required to carry out these objects.

## By-Laws

### 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 five types of membership:

**Regular:** Any person who has reached his or her 18th birthday and is a resident of the United States shall be a regular member with full privileges from the date of membership. Regular members may vote and may hold office. There shall be two classes of regular membership:

**Single;** Single membership shall be defined as membership held by one adult member who holds individual voting privileges. A single member shall receive a subscription to the Club *BULLETIN* and *Bulletin Board Newsletter*.

**Household;** Household membership shall be defined as membership held by two adult persons residing at the same address. Each household member holds individual voting privileges. A household membership shall receive a single subscription to the Club *BULLETIN* and *Bulletin Board Newsletter*.

**Junior:** Any person under 18 years of age shall be classed as a junior member. Junior membership not in conjunction with regular single or household membership shall receive a subscription to the Club *BULLETIN* and *Bulletin Board Newsletter*. Junior members shall neither vote nor hold office.

**Foreign:** Those who meet the requirements for regular membership but are not residents of the United States are eligible. Associate members shall not vote, hold office, or sponsor new regular voting members. Foreign members may sponsor new non-voting foreign members. Two adults residing at the same address may have a Foreign Household membership. Foreign members shall receive a subscription to the Club *Bulletin* and the *Bulletin Board Newsletter*.

**Lifetime:** The Club may appoint lifetime members in recognition of outstanding service to the breed. Lifetime members may be nominated either by means of a petition addressed to the Secretary signed by five members 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 *BULLETIN* and *Bulletin Board Newsletter* and shall hold individual voting privileges, but shall not pay dues.

**SECTION 2. DUES.** Membership dues shall be payable prior to February 1 of each year. In December of each year, the Treasurer shall send a dues renewal notice for the ensuing year. Membership of applicants elected during the months of October, November and December shall be extended through the following year. Annual membership dues shall not exceed \$25.00 per single membership, \$35.00 per family membership, \$35.00 per Associate membership, \$3.00 per junior membership when joining with an adult, and \$10.00 per junior membership when joining alone, payable on or before the 1st day of February of each year. No member may vote on any Club matter, be elected to office, or be a committee member unless his or her dues are paid for the current year. Affirmative votes of 2/3 of the entire Board voting in person, by electronic mail, or by USPS mail 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 which shall provide that the applicant agrees to abide by these Constitution and By-Laws and by 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 Regular members in good standing of the Club who are not members of the same household. Regular members may sponsor no more than three new membership applicants within one calendar year and must have personal knowledge of the person being sponsored. Accompanying the application, the applicant shall submit dues for the current year.

The application shall be sent to the Secretary, who shall submit it for publication in the next regular issue of the Club Bulletin Board newsletter, together with a call for comments to be received by the Secretary no later than 14 days from the publication's date of mailing, which shall be imprinted thereon. All comments received with respect to an applicant shall be reviewed by the Board no later than 28 days from the publication's date of mailing, and the Board shall determine whether the comments are of sufficient concern to warrant forwarding them to the applicant for a response. If the Board determines by majority vote that the comments are insignificant, irrelevant, frivolous, or otherwise do not raise matters warranting a response by the applicant, the comments will be discarded, and the application process will continue as if no comments had been received. If the Board determines by majority vote that the comments raise matters warranting a response by the applicant, the comments shall be forwarded to the applicant by the Secretary no later than 35 days from the publication's stated date of mailing. Any written response by the applicant must be received by the Secretary no later than 49 days from the publication's stated date of mailing. No later than 56 days after the imprinted date of the publication's mailing (and earlier if no comments regarding an applicant are received), the Secretary shall submit the names of applicants, together with any comments and applicants' replies, to the Board for vote. Any comments about or by the applicant received by the Secretary after the deadline shall be disregarded. An affirmative vote of 2/3 of the entire Board voting in person, by phone ballot, by mail, or by electronic mail shall be required to elect an applicant.

An application which has been denied by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the Club, and the Club may elect such applicant by affirmative vote of 75% of the members present and voting. An applicant who has been denied membership according to the provisions of these by-laws may reapply for membership no sooner than one year from the date of such denial.

**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 when 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 lapsed if such member's dues remain unpaid on February 1 of each year. An automatic 30-day grace period applies to all members, but if dues remain unpaid as of March 1, the membership will be terminated. Members who allow their memberships to lapse and to be terminated pursuant to this paragraph must reapply for membership pursuant to Article I, Section 3, of these By-Laws. 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) BY EXPULSION.** A membership may be terminated by expulsion as provided in Article VI of these By-Laws. Any member who has lapsed or resigned may reapply for membership as specified in Article 1, Section 3 of these by-laws.

## **ARTICLE II - MEETINGS**

**SECTION 1. ANNUAL MEETING.** The annual meeting of the Club shall be held during the period from 1 July through 30 November at a place, date, and time specified by the Board of Directors. The meeting shall be held in conjunction with the Club Specialty, if one is held. Written notice of the annual meeting shall be mailed separately by the Secretary or via the Club *Bulletin Board Newsletter*, whenever feasible, to each member at least 30 days prior to the date of the meeting. The quorum for the annual meeting shall be 10% of the members eligible to vote,

**SECTION 2. SPECIAL CLUB MEETINGS.** Special meetings of the Club may be called by the President or by a majority vote of the members of the Board and shall be called by the Secretary on receipt of a petition signed by 10% of the members in good standing of the Club. Such meetings shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the 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 eligible to vote.

**SECTION 3. BOARD MEETINGS.** Meetings of the Board of Directors may be held at such times and places as are designated by a majority vote of the entire Board. Written notice of each such meeting shall be mailed by the Secretary to each member of the Board at least 10 days prior to the date of the meeting. Meetings of the Board of Directors may also be held by phone conference upon at least three days' phone notification of such conference. The quorum for a Board meeting shall be a majority of the Board members.

**SECTION 4. SPECIAL BOARD MEETINGS.** Special meetings of the Board may be called by the President, and shall be called by the Secretary upon receipt of a written or e-mailed request of at least three members of the Board. Such special meetings shall be held at such place, date, and hour as may be designated by the person authorized to call such meeting. Notice of the meeting shall be provided by the Secretary at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the special meeting and no other business shall be transacted at that meeting. The quorum for special meetings shall be a majority of the Board.

**SECTION 4. BOARD BUSINESS.** Business items may be presented for Board action by:

(a) Any Board member via submission to the President for circulation through the office of the Secretary or the President if the Secretary is unable or unwilling.

(b) Written petition addressed to the Secretary and signed by 20 members in good standing. Items presented by such petition shall be voted upon by the Board within six weeks of the date the petition was received by the Secretary. The Board of Directors may conduct its business by mail through the Secretary or by phone ballot through the Secretary and/or the President. The quorum shall be a majority of the Board. Current reports of Board action shall be forwarded within ten days of Board vote by the Secretary to the Editors of the Club *BULLETIN* and *Bulletin Board Newsletter* for immediate publication.

### **ARTICLE III - BOARD OF DIRECTORS**

**SECTION 1. BOARD OF DIRECTORS.** The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and seven other persons, all of whom shall be members in good standing who are residents of the United States. The Board of Directors shall be elected by ballot, as provided in Article IV of these By-Laws, to serve for one year. The term of office shall begin January 1 as provided in Article IV of these By-Laws. General management of the Club's affairs shall be entrusted to the Board of Directors.

**SECTION 2. Duties.** The members of the Board shall serve in their respective capacities both in regard to the Club and to 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 specified in these By-Laws.

(b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's incapacity, death, or absence, in addition to those specified in these By-Laws, or as directed by the President.

(c) The Secretary shall keep a record of all meetings of the Club and of the Board, of all votes taken by mail or phone and of all matters of which a record shall be ordered by the Club. The minutes of the annual meeting shall be published in the first convenient Club *BULLETIN* or *Bulletin Board newsletter*. Corrections or additions shall be requested within 30 days of publication. These shall also be published and the minutes adjusted. The Secretary 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 phone numbers, and carry out such other duties as are prescribed in these By-Laws.

**(d)** The Treasurer shall collect and receive all moneys due or belonging to the Club and shall deposit the same in a bank approved by the Board in the name of the Club. The books shall at all times be open to inspection by the Board, and the condition of the Club's finances, including every item of receipt or payment not before reported, shall be reported to the Board at every Club meeting. At the annual meeting, the Treasurer shall render an account of all moneys received and expended during the previous accounting year. The Treasurer's report shall be published quarterly in the Club BULLETIN. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

**(e)** All board members shall abstain from voting with respect to:

(i) Any matter that will, or is significantly likely to, provide direct or indirect pecuniary benefit to themselves, or to their respective immediate family members or employers, and

(ii) Any conflict or dispute directly involving themselves, their respective immediate family members, or employers.

**SECTION 3. AKC DELEGATE.** The Delegate shall be appointed by the Board. The Delegate shall not serve on the Board or as an Officer, unless the Board appoints as Delegate an officer or member of the Board who has been duly elected by the membership. The Delegate shall represent the Basenji breed and the Club, serving as the Club's primary contact with the AKC. The Delegate is expected to attend Delegate Meetings of the American Kennel Club and report to the Board following each meeting. The Board may, at its discretion, reimburse any of the reasonable expenses of the Delegate in attending such Meetings. The Delegate shall advise the Board of any items to be voted on, especially those matters that would directly affect Basenjies and the Club.

**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 then members of the Board; 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, VOTING, NOMINATIONS, ELECTIONS**

**SECTION 1. CLUB YEAR.** The Club's official and accounting year shall begin on the first day of January and end on the 31st day of December. The elected Officers and Directors shall take office on first day of January. Each retiring Officer shall turn over to his successor in office all properties and records relating to that office during the month of December.

**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 and Directors and amendments to the Constitution and by-laws and 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.

**SECTION 3. ANNUAL ELECTION.** The Board shall engage, prior to September 1, an outside firm to serve as Inspectors of Election and to count the ballots. Ballots to be valid must be postmarked prior to October 15 and received by the Inspectors of Election no later than October 21, even if the 21st is not a mail delivery day. The election shall be certified prior to October 30 (See Section 4 d of this Article). The person receiving the largest number of votes for each position shall be declared elected. If any nominee, on October 30, 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 by-laws. A Nominating Committee shall be appointed by the Board of Directors before May 15 and the Secretary shall immediately notify the committeemen of their selection. The Committee shall consist of five Regular members from different areas of the United States,, 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, telephone, or electronic mail.

**(a)** On or before June 1, the Nominating Committee shall nominate from among the eligible members of the Club one candidate for each office and for each other position on the Board of Directors and shall procure their verbal or written acceptance. The Committee shall also obtain a resume of not more than 250 words of each nominee so chosen. The Committee shall consider geographic representation of the membership on the Board to the extent that it is practicable to do so. The Committee shall then submit its slate of candidates and their resumes to be received by the Secretary not later than July 8. The list, including the full name and state of residence of each candidate, shall be published in the BCOA *Bulletin Board Newsletter* on or before July 15, so that additional nominations may be made by members if they so desire.

**(b)** Additional nominations of eligible members may be made by written petition addressed to the Secretary and postmarked to his or her regular address prior to August 15. The Secretary must receive petitions not later than August 21, even if it is not a mail delivery day. The petitions must be signed by five members in good standing and accompanied by both the written acceptance of each additional nominee signifying his or her willingness to be a candidate and a resume of not more than 250 words of each additional nominee. No person shall be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.

**(c)** If no valid additional nominations are received in accordance with Section 4 b above, the Nominating Committee's slate shall be declared elected on October 1 and no balloting will be required. The elected nominees' resumes shall be published in the November issue of the Club's Bulletin Board newsletter.

**(d)** If one or more valid additional nominations are received by the Secretary on or before August 21, the Secretary shall, on or before September 15, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, including their states of residence and with the nominees' resumes attached. This ballot and attachments shall be mailed together with a blank envelope and a return envelope addressed to the Inspectors of Election (See Section 3 of this Article), marked 'Ballot' and bearing as a return address the name(s) of the member(s) to whom it was sent. So that the ballots may remain secret, each voter, after marking the ballot, shall seal it in the blank envelope which shall then be placed in the second envelope addressed to the Inspectors of Election. The Inspectors of Election shall check the return against the list provided by the Secretary 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. The inspector shall notify the Secretary of all election results before October 30. The Secretary shall notify the membership of all election results in the November issue of the Club Bulletin Board newsletter or by mail not later than November 20.

**(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, performance events, 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 of such vote to the appointee; and the Board may appoint successors to those persons whose service has been terminated.

**SECTION 3.** Each committee chairman shall maintain all records pertaining to the function of the committee, and shall relinquish such records to any successor or to the President within 30 days of the termination of his or her appointment.

## **ARTICLE VI - DISCIPLINE**

**SECTION 1. AMERICAN KENNEL CLUB SUSPENSION.** Any member who is suspended from the privileges of the American Kennel Club shall automatically 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 the breed. Written charges with accompanying documentation must be filed in duplicate with the secretary together with a deposit of \$100.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. All allegations of fact made in proceedings pursuant to this Section must be signed by a current BCOA member, and must contain objective evidence based on first-hand knowledge or properly authenticated records and/or documents. 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 interest of the Club or of the breed, it may refuse to entertain jurisdiction. If the Board does entertain jurisdiction of the charges, the Secretary shall promptly send one copy of the charges to the accused member by registered mail, advising him or her that there are 30 days in which to reply, together with an assurance that the accused may be represented by counsel. If the accused member fails to reply within 30 days, he or she shall be considered to have acknowledged the charges. The accused may, however, reply within the prescribed time and request for just cause an extension not to exceed an additional 30 days.

**SECTION 3. BOARD MEMBERS.** If charges are brought against an officer or member of the Board, that person must abstain from voting on the matter.

**SECTION 4. BOARD HEARING.** Upon receipt of the accused'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 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 investigation or until the annual meeting following the six months suspension. If the Board deems that punishment insufficient, it may also recommend to the membership the penalty of expulsion. Suspension shall not restrict the defendant's right to appear before the membership at the ensuing Club meeting which considers the recommendation of the Board. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary shall then notify each of the parties of the decision and penalty, if any.

**SECTION 5 EXPULSION.** Expulsion of a member from the Club may be accomplished only at the annual meeting of the Club following the investigation and upon the recommendation of the Board as provided in Section 3 of this Article. 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. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 affirmative vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

## **ARTICLE VII - EXPENDITURES**

**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 By-Laws and to the Standard for the breed may be proposed by a 2/3 affirmative vote of the Board or by written petition addressed to the Secretary and signed by 20% of the members in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the Club members by the Secretary with the recommendations of the Board for a vote within three months of the date the petition was received by the 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 by the Secretary to each member accompanied by a ballot on which a choice for or against the action to be taken may be indicated. The notice must specify a date not less than 30 days after the date of mailing by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return ballots within the time limit shall be required to effect 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 is approved by the Board of Directors of the American Kennel Club.

## **ARTICLE IX - DISSOLUTION**

**SECTION 1.** The Club may be dissolved at any time by the written consent of not less than a 2/3 majority of the members in good standing. In the event of dissolution of the Club other than for purposes at reorganization, whether voluntary or involuntary by the 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, any remaining Club property and assets shall be given to a charitable organization selected by the Board of Directors for the benefit of dogs.

## **ARTICLE X - 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 new members
- Unfinished business
- New business
- 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
- Election of new members
- New business
- Adjournment

**ARTICLE XI – 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 or order the club may adopt.

**Adopted**                    **1954**

**Revised**                    ***July 15, 1980, July 30, 1990, December 8, 2002, September 2007***