

Windy City Havanese Club

Constitution

- SECTION 1** The name of the Club shall be the WINDY CITY HAVANESE CLUB, and shall be officially associated with the HAVANESE CLUB OF AMERICA and its Affiliates.
- SECTION 2** The objects and purposes of the Club shall be:
- a) to encourage and promote quality in the breeding of purebred HAVANESE Dogs and to do all possible to bring their natural qualities to perfection:
 - b) to encourage and urge members and breeders to accept the standard of breed as approved by the American Kennel Club as the only standard of excellence by which Havanese shall be judged:
 - c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition and conduct sanctioned matches at dog shows, obedience trials, agility trials, etc., under the rules and regulations of the American Kennel Club:
 - d) to conduct sanctioned matches, dog shows, obedience trials, agility trials, etc., under the rules and regulations of the American Kennel Club.
- SECTION 3** The Club shall be operated as a non-profit Association, not benefiting any one member or family.
- SECTION 4** The members shall adhere to and may revise such bylaws as necessary to fulfill the objectives of the Club.

BYLAWS

ARTICLE 1 Membership

- SECTION 1** *Eligibility* – There shall be appropriate memberships open to all persons 10 years of age and older provided they are in good standing with the American Kennel Club and who subscribe to the purpose of this Club.
While membership is to be unrestricted as to residence, the Club's primary purpose is to represent Owners, breeders and exhibitors in the Greater Chicagoland area.
There shall be three distinct categories of membership: Voting Membership, Non-voting Membership and Junior Membership. Voting membership shall consist of members 18 years and older who choose voting rights on their application and who own at least one Havanese dog. Non-voting members shall consist of members 18 years of age and older who choose non-voting rights on their application or who do not own a Havanese dog, but express strong interest in the breed. Non-voting members may become eligible to vote if they choose voting rights on their renewal application or if they become owners of a Havanese dog. Junior memberships are for individuals between the ages of 10-18. Juniors are not eligible to vote and may submit an application for full voting membership when they reach the age of 18 years provided they meet the requirements listed above.
- SECTION 2** *Dues* – Membership dues shall not exceed \$75.00 per year, payable on or before the 1st day of January of each year. No member not in good standing may vote. During the preceding month of November the Treasurer shall send to each Member a statement of dues for the forthcoming year. This statement will be mailed 1st class U.S. Postal Service to the member's last known address of Record, emailed or distributed in person at the Annual Meeting.
- SECTION 3** *Election to membership* – Each applicant shall apply on a form as 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, from different households and not related to each other or to the applicant. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and the name(s) of the applicant(s) will be published in the newsletter along with their sponsors. An Applicant must attend one regular or special Meeting of the Club before his/her application may be voted on for acceptance as a Member. Applicants may be

elected by secret ballot at any meeting of the Board of Directors or by secret vote of the Directors by mail. Affirmative votes of 2/3 of the entire Board voting by mail shall be required to elect an applicant.

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

- SECTION 4** *Termination of Membership* – Memberships 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 when dues are in default for a continuous period of 60 days, however, no member may resign when not in good standing.
 - c) *By expulsion* – A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II

Meetings And Voting

- SECTION 1** *Club Meetings* – Meetings of the Club shall be held at least quarterly in the Chicago area or within the state of Illinois, at such hour and place as may be designated by the Board of Directors. Written notice of such meeting shall be mailed or emailed by the Secretary to each member at least 15 days prior to the meeting date. Twenty (20) percent of the membership in good standing shall constitute a quorum.
- SECTION 2** *Special Club Meetings* – Special Club meetings may be called by the President or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon receipt of a petition signed by at least five (5) Club members in good standing. Such meetings shall be held in the Chicago area or within the state of Illinois, at such place, date and time designated by the person(s) authorized to call such meetings. Written notice shall be mailed or emailed to each member by the Secretary at least five (5) days and not more than fifteen (15) days prior to the meeting. The notice shall state the purpose of the meeting. No other club business shall be conducted at this meeting. The quorum for said meeting shall be twenty (20) percent of the members in good standing.
- SECTION 3** *Board meetings* – Meetings of the Board of Directors shall be held at least quarterly. Written notice shall be mailed or emailed by the Secretary at least five (5) days prior to the meeting. Quorum for such meeting will be the majority of the Board.
- SECTION 4** The Board of Directors may conduct its business by mail, fax, Internet Chat Room or telephone conference call through the Secretary. Items voted upon by Internet Chat Room or telephone conference call must be confirmed in writing by U.S. Postal mail or email within 7 days.
- SECTION 5** *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 request signed by at least three (3) members of the Board. Such special meetings shall be held in the Chicago area or within the state of Illinois at such Place, date and time designated by the person(s) authorized to call such meetings. Written notice of such meeting shall be mailed or emailed by the Secretary at least five (5) and not more than fifteen (15) days prior to such meeting. The notice shall state the purpose of the meeting and no other Club business shall be conducted at this meeting.. The quorum for such meeting shall be the majority of the Board.
- SECTION 6** *Voting* – Each member in good standing shall be entitled to one vote. **PROXY VOTING WILL NOT BE PERMITTED AT ANY CLUB MEETING OR ELECTION.**

ARTICLE III

DIRECTORS AND OFFICERS

- SECTION 1** *Board of Directors* – The Board shall be comprised of the officers and one (1) at large member, all of whom are in good standing and who, effective January 1, 2011, attended at least half of the previous year's membership meetings, and shall be elected for a two-year, staggered term at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. The President, Treasurer, and Secretary will be elected in one year and the Vice-President and at large member will be voted in the following year. 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 positions both at Board and Club meetings.
- a) The President shall preside at all club and Board meetings and shall exercise the duties of the office in addition to those particularly specified in these bylaws.
 - b) The Vice-President shall have the duties and authority of the President in the absence of the President.
 - c) The Secretary shall keep all records of the club and of the Board and of all matters ordered by the club and/or Board. And shall have charge of all correspondence.
 - d) The Treasurer shall collect all monies due and/or belonging to the club. The books of the Club shall be open at all times to any members and a State of the Club shall be given at all Club meetings.

- SECTION 3** *Vacancies* – A member of the Board may resign at any time upon notice to the Secretary. A member of the Board may be removed for neglect of duties upon a majority vote of the remaining Board members. Any vacancies occurring on the Board or other offices during the year shall be filled until the next annual election by a majority vote of the members of the Board at its first regular meeting following the creation of such vacancy, or at a special meeting called solely for that purpose, except that a vacancy of the President occurs in which case the Vice-President automatically shall fill that office and the office of the Vice-President shall be filled by the Board.

ARTICLE IV

The Club Year, VOTING, Nominations, Elections

- SECTION 1** *The Club Year* – The Club's fiscal year shall begin on the first day of January and end on the last day of December.

- SECTION 2** *Annual Membership Meeting* – The Annual Membership Meeting shall be in October, at which the officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this article. They shall take office immediately upon conclusion of the election and each retiring office shall turn over to their successor in office all properties and records relating to that office within 30 days after the election.

- SECTION 3** *Voting* – At the annual membership 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 the Board of Directors which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The board may decide to submit other specific questions for decision of the members by written ballot cast by mail. The nominated candidate receiving the greatest number of votes for an office shall be declared elected. In the event of a tie vote, another vote by attending members will be held, with the President abstaining from casting a vote.

- SECTION 4** *Annual Election* – At the annual meeting for the election of Officers and directors, the vote shall be conducted by ballot. Ballots, to be valid, must be received by the Secretary before the opening of the meeting. Ballots shall be counted at the meeting by inspectors of election chosen at the meeting.

- SECTION 5** *Nominations and Ballots* – No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. During the month of June the Board shall select a Nominating Committee consisting of three voting members, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee people of their selection. The Board shall name a Chair of the Committee and it shall be such a person's duty to call a committee meeting, which shall be held on or before August 15th.

- a) The committee shall nominate one candidate for each office and position 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 notify each member in writing of the candidates so nominated, at least sixty (6) days before the annual meeting so that additional nominations may be made by the members, if they so desire.
- c) Additional nominations of eligible members may be made by written petition addressed to the Secretary postmarked no later than September 15th, with a written statement from the proposed candidate signifying willingness to be a candidate. This written petition must be signed by 10% of the membership, who are not related, and who not reside in the same household. No person may be a candidate for more than one position. If no valid nominations are received by the Secretary, and there is only one candidate for each vacancy, the nominating committee's slate shall be declared elected at the annual meeting and no balloting shall be required.
- d) Nominations can not be made at the annual meeting or in any manner other than as provided in this section.

- e) If one or more valid additional nominations are received by the Secretary, he shall, at least Twenty (20) days before the annual meeting, mail or email to each member in good standing a ballot listing all of the nominees in alphabetical order, together with a blank envelope and return envelope addressed to the Secretary marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots 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 Secretary. The inspectors of the 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 at the annual meeting.

ARTICLE V

Committees

- SECTION 1** The Board may appoint, each year, standing committees to advance work of the club in such matters as specialty shows, obedience trials, trophies, annual prizes, membership and other fields which may be well served by committees. Such committees shall be appointed by and subject to the authority of the Board.
- SECTION 2** Any committee appointment may be terminated by a majority vote of the full membership of the Board by written notice or email to the appointee; and the Board may appoint successors as replacement.

ARTICLE VI

Discipline

- SECTION 1** *American Kennel Club Suspension* – Any member who is suspended from any of the privileges of the American Kennel Club shall automatically be suspended from membership in this club for a like period of time.
- SECTION 2** *Charges* – Any member may prefer charges against another 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 \$35.00, 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 meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charge(s) to the accused member via registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if they so choose.
- SECTION 3** *Board Hearing* – The Board shall have complete authority to decide whether or not counsel may attend the hearing; however, both the complainant and the defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present suspend the defendant from all privileges of the club for not more than 6 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/expulsion shall not restrict the defendant's right to appear before his/her fellow members at the ensuing club meeting which considers the Board's recommendation. 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 penalties, if any.
- SECTION 4** *Expulsion* – Expulsion of a member of a 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 Three (3) of this article. Such proceeding may occur at a regular or special meeting of the club, to be held within sixty (60) days but not earlier than thirty (30) days after the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though in evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendation, and shall invite the defendant, if present, to speak in his/her own behalf, if so

desired.

The members shall then vote by secret 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

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 (20) 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 (3) 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 or emailed to each member at least two (2) weeks prior to the date of the meeting.
- SECTION 3** All Standing Rules shall be maintained by the Secretary in a separate file and shall be perpetual.

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 other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any member(s) of the Club but after payments of the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs as selected by the Board of Directors.

ARTICLE IX

Order of Business

- Section 1** At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:
- Roll Call
 - Minutes of the Last Meeting
 - Report of the President
 - Report of the Secretary
 - Report of the Treasurer
 - Committee Reports
 - Election of Officers and Board (annual meeting)
 - Election and installation 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 the Minutes of the Last Meeting
 - Report of the Secretary
 - Report of the Treasurer
 - Committee Reports
 - Unfinished Business
 - New Business

Adjournment

ARTICLE X
Parliamentary Authority

SECTION 1 The rules contained in the current edition of "Robert's Rules of Order: Newly Revised" shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.

April 24, 2010 Version