

CONSTITUTION OF THE BAY AREA RHODESIAN RIDGEBACK CLUB

Article I - Name and Objects

Section 1. **NAME OF THE CLUB.** The name of the club shall be The Bay Area Rhodesian Ridgeback Club (“BARRC”).

Section 2. **OBJECTS OF THE CLUB.** The objects of the club shall be:

- (a) To encourage and promote quality in the breeding of purebred Rhodesian Ridgebacks and to do all possible to bring their natural qualities to perfection;
- (b) To assist with Rhodesian Ridgeback rescue and to promote the fostering of displaced Rhodesian Ridgebacks and responsible dog ownership;
- (c) To urge members and breeders to accept the standard of the breed, as approved by The American Kennel Club, as a standard of excellence by which Rhodesian Ridgebacks shall be bred and judged;
- (d) To seek cooperative action among members, owners, breeders and exhibitors of Rhodesian Ridgebacks in advancing the welfare of the breed and to cooperate with other breed clubs and associations in advancing the welfare of pure-bred dogs generally.”
- (e) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at:
 1. dog shows;
 2. obedience trials;
 3. tracking tests;
 4. lure coursing tests and trials;
 5. agility trials; and
 6. other events for which the club is eligible.
- (f) To conduct:
 1. matches;
 2. dog shows;
 3. obedience trials;
 4. tracking tests;
 5. lure coursing tests and trials;
 6. agility trials; and
 7. other dog related events for which the club is eligible.

Shows, matches, trials and other events shall be held under the rules and regulations of The American Kennel Club or other appropriate sponsoring organization.

Section 3. **NON PROFIT.** 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. **BYLAWS, CONSTITUTION.** The members of the club shall adopt and may from time to time revise or amend such bylaws and constitution under rules outlined in Article VIII of the *Bylaws* for the BARRC.

BYLAWS OF THE BAY AREA RHODESIAN RIDGEBACK CLUB

Article I - Membership.

Section 1. **ELIGIBILITY.** There are three types of memberships:

- (a) A VOTING membership shall be open to all persons 18 years of age and older.
- (b) An ASSOCIATE NON-VOTING membership shall be open to all persons 10 years of age and older. Associate members do not have voting privileges.
- (c) A FEE-WAIVED ASOCIATE membership shall be open to all persons purchasing a puppy from a breeder listed on the BARRC Breeder Directory. This membership applies to the first year of membership only. Fee-waived members do not have voting privileges.

All members must be in good standing with The American Kennel Club, must subscribe to the purposes of this club and agree to abide by BARRC's bylaws, constitution, code of ethics and rules as well as the regulations of The American Kennel Club. Each member will authorize the receipt of club correspondence by email upon their application.

While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders, exhibitors and Ridgeback enthusiasts in its immediate area.

Only members who attend at least one membership meeting during the calendar year are eligible to renew as VOTING members the following year.

Section 2. **DUES.** Membership dues shall be determined annually by the Board of Directors, and shall be restricted to \$0-50 per year. Dues shall be payable on or before the first day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November the Corresponding Secretary shall email to each member a renewal application for the ensuing year. If a member indicated a preference to receive correspondence via regular mail on their original application, that means of communication will be honored.

Renewal applications will be emailed to each member, may be completed electronically or filled in manually, and the completed application may be returned by email or regular mail to the Corresponding Secretary. The Corresponding Secretary must acknowledge receipt of each application by email confirmation within 48 hours of receipt. The Corresponding Secretary will email no less than 3 (three) alerts prior to the deadline of December 31st to remind members to send/email their renewal applications.

Section 3. **ELECTION TO MEMBERSHIP.** Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution, Bylaws, Code of Ethics and rules of BARRC, as well as the regulations of The American Kennel Club. The application shall state the name, and address of the applicant and it shall carry the endorsement of two BARRC members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All Applications are to be filed with the Corresponding Secretary. Applicants' names are included in the next meeting announcement following their receipt and are voted upon by secret ballot at that meeting. Affirmative votes of 2/3 of the voting members present and voting results in membership. The Board of Directors may make a recommendation regarding an application.

Applicants for membership who have been rejected may not reapply within six months after such 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 Corresponding Secretary; but no member may resign when in debt to the club. Dues obligations are considered a debt to the club and they are incurred on the first day of each fiscal year.

(b) *by lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however, the Board of Directors may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.

(c) *by expulsion.* A membership may be terminated by expulsion as provided in Article VII of these bylaws.

Article II - Meetings and Voting

Section 1. **CLUB MEETINGS.** Meetings of the club shall be held at least six times per year in the greater San Francisco Bay Area at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be e-mailed by the Corresponding Secretary at least 5 days prior to the date of the meeting. The Quorum for such meetings shall be 20 percent of the VOTING members in good standing.

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 of Directors who are present and voting at any regular or special meeting of the board; and shall be called by the Corresponding Secretary upon receipt of a petition signed by five members of the club who are in good standing. Such special meetings shall be held in the greater San Francisco Bay Area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. The Corresponding Secretary shall mail written notice of such a meeting at least five days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the VOTING members in good standing.

Section 3. **BOARD MEETINGS** of the Board of Directors shall be held at least six times per year in the greater San Francisco Bay Area or by teleconference or videoconference, at such hour as may be designated by the Board of Directors. Written notice of each such meeting shall be e-mailed by the Corresponding Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.

Section 4. **SPECIAL BOARD MEETINGS.** Special meetings of the board may be called by the President; and shall be called by the Corresponding Secretary upon receipt of a written request signed by at least three members of the board. Such special meetings shall be held in the greater San Francisco Bay Area at such place, date, and hour as may be designated by the person authorized herein to call such meetings. The Corresponding Secretary shall mail written notice of such a meeting 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 meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the board.

Revised: Feb, 2016

Section 5. **VOTING.** Each VOTING member in good standing whose dues are paid for the current year shall be entitled to one vote whenever a membership vote is called for. Proxy voting will not be permitted at any club meeting.

Article III - Directors and Officers

SECTION 1. THE BOARD OF DIRECTORS, (hereinafter referred to as the “Board”) shall be comprised of the officers and four directors and one Ex Officio. Those directors of the board, which cannot otherwise hold an elected office, shall be known as directors at large (“Directors”). All members of the board shall be elected for two-year terms. The President, Second Vice President, Recording Secretary and two Directors will be elected on EVEN years. The First Vice-President, Corresponding Secretary, Treasurer, and two Board members will be elected on ODD years. All members of the Board shall be VOTING members in good standing, while in office. A non-voting member who is elected must renew as a voting member. Election of board members will commence at the club’s annual meeting and will be completed at that meeting if possible. Otherwise, the election must be completed within 14 days of that meeting. The term for board members shall commence immediately after the election and shall continue until their successors are elected or upon resignation. A board member will be removed from office if they are suspended or expelled from the club. General management of the club’s affairs shall be entrusted to the Board.

In addition, the outgoing President shall remain on the Board as Ex Officio, without voting privileges. The Ex Officio will serve a term of one year. The Ex Officio shall participate in all meetings and Board business.

SECTION 2. OFFICERS. The club’s officers, consisting of the President, First Vice President, Second Vice President, Corresponding Secretary, Recording Secretary and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the Board and its meetings. A member may serve only two consecutive ELECTED terms at any one office.

- (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 these bylaws.
 - (b) The First 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 Second Vice President shall have the duties and exercise the powers of the First Vice President in case of the President's death, absence or incapacity.
 - (d) The Corresponding 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, conduct the annual membership renewal process, and carry out such other duties as are prescribed in these bylaws.
 - (e) The Recording Secretary shall keep a record of all meetings of the club and of the Board, attendance at all meetings of the club and Board, and of all matters of which a record shall be ordered by the club,
 - (f) The Treasurer shall collect and receive all monies due or belonging to the club. Monies shall be deposited in a bank designated by the Board, in the name of the club. The books shall at all times be open to inspection by the Board and club members. 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
- Revised: Feb, 2016

reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The treasurer is to be bonded, the expense of which is borne by the Club.

Section 3. **VACANCIES.** Any vacancies occurring on the Board or among the offices during the year shall be filled until the end of that office's term by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that the office of the President shall be automatically filled by the First Vice President and the resulting vacancy in the office of the First Vice President shall be filled by the Second Vice President. The Board shall then fill the office of the Second Vice President.

The Board may remove a Board member with cause, by a 2/3 vote of the Board at a special meeting called for such an issue with 14 day notice. Cause would be lack of communication or otherwise non participation in Club business.

Section 4. **NON-LIABILITY OF DIRECTORS.** To the fullest extent permitted by law, the directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 5. **INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS.** To the fullest extent permitted by law, the directors and officers of the corporation shall be indemnified by the corporation.

Section 6. **INSURANCE FOR CORPORATE AGENTS.** Except as may be otherwise provided under provisions of the law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation including a director, officer, employee, or other agent of the corporation, against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws or provision of law.

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 last day of December. The club's official year shall begin immediately at the conclusion of the election associated with 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 fourth quarter of each calendar year, and thereat officers and directors for the shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 14 days after the election.

Section 3. **ELECTIONS.** The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

Revised: Feb, 2016

Section 4. **NOMINATIONS.** No person may be a candidate in a club election who has not been nominated. By July 1st, the Board shall select a nominating committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Corresponding Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before August 1st.

(a) The committee shall nominate one candidate for each position on the Board that will become vacant at the end of the official year and, after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing.

(b) The full membership shall be notified in writing or by e-mail of the Nominating Committee's slate of candidates.

(c) Additional nominations of eligible members may be made at a scheduled membership meeting to be designated and announced by the Board, by any member in attendance provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position. Nominations cannot be made at the annual meeting nor in any manner other than as provided in this Section.

Article V - Committees

Section 1. **COMMITTEE APPOINTMENT.** The Board may each year appoint standing committees, including chairpersons and members. 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. **COMMITTEE TERMINATION.** Any committee appointment may be terminated by a majority vote of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

Article VI – Rules, Regulations and Operations

Section 1. **RULES, REGULATIONS AND OPERATIONS.** The Board may adopt and amend rules, regulations, policies and procedures governing the conduct of Board business. The Board and the membership may propose rules, regulations, policies, procedures and amendments thereto that affect the general membership, to be approved by the general membership. Members shall abide by such rules and regulations. The collective constitutes a club "Policies and Procedures Manual".

Article VII - 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 the breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$50, which shall be forfeited if the Board following a hearing does not sustain such charges. 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, might constitute conduct prejudicial to the best interests of the club. If the Board considers that the charges do not allege conduct that 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 weeks nor more than six weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

Section 3. **BOARD HEARING.** The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. 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, reprimand or 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 Board's recommendation. Immediately after the Board has reached a decision, its finding 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 Board's decision and penalty, if any.

Section 4. **EXPULSION.** Expulsion of a member from the club may be accomplished only at a meeting of the club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceeding 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 defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of the VOTING MEMBERS at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

Article VIII - Amendments

Section 1. **AMENDMENTS AND OR REVISION PROPOSALS.** Amendments and or revisions to the constitution and bylaws may be proposed by the Board or by written petition addressed to the Corresponding Secretary signed by 20 percent of the VOTING membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Corresponding Secretary for a vote within three months of the date when the Corresponding Secretary received the petition.

Section 2. **AMENDMENTS AND OR REVISION APPROVAL.** The constitution and/or bylaws may be amended or revised by a 2/3 secret vote of the members present and voting at any regular or special meeting called for this purpose, provided the proposed amendments have been included in the notice of the meeting and mailed or emailed (as indicated in the member's original application submitted for membership) to each voting member at least two weeks prior to the date of the meeting.

Article IX - Dissolution

Section 1. **DISSOLUTION CONSENT.** 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 members of the club but after payment of the debts of the club its property and assets shall be given to a charitable organization(s) for the benefit of dogs as selected by the Board.

Article X - Order of Business

Section 1. **ORDER OF BUSINESS, CLUB MEETINGS.** 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 Corresponding Secretary
- Report of Treasurer
- Reports of committees
- Election of Officers and Board (at annual meeting)
- Election of New Members
- Unfinished business
- New business
- Adjournment

Section 2. **ORDER OF BUSINESS, BOARD MEETINGS** 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

Revised: Feb, 2016

Report of Corresponding Secretary
Report of Treasurer
Reports of committees
Unfinished business
New business
Adjournment

Article XI - Parliamentary Authority

Section 1. **RULES OF ORDER.** 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.