



## Constitution and Bylaws of The Southern Magnolia Havanese Club

### ARTICLE I NAME AND OBJECTIVES

Section 1. The **name** of the club shall be The Southern Magnolia Havanese Club.

Section 2. The **objectives** of the club shall be:

- (a) To provide education, socialization and interaction among Havanese, their owners and fanciers for the betterment of the breed
- (b) To encourage and promote quality in the breeding of purebred Havanese and to do all possible to bring their natural qualities to perfection;
- (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 Havanese shall be judged;
- (d) 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) agility trials
  - 4) other dog related events
- (e) to conduct sanctioned events
  - 1) conformation shows
  - 2) obedience trials
  - 3) agility trials
  - 4) matchesunder the rules and regulations of The American Kennel Club.

### ARTICLE II MEMBERSHIP

#### Section 1. **Eligibility**

There shall be four types of membership

1. Regular
  2. Household
  3. Junior
  4. Associate
1. Regular memberships are open to all persons 18 years of age and older that are residents of Alabama, Tennessee or Georgia.
  2. Household memberships consist of two regular members living in the same residence.
  3. Juniors are defined as non-voting members 18 years and under and are not included in a Household membership.
  4. Associates are non-voting members 18 years or older and need not reside in the states of Alabama, Georgia, and Tennessee.

## Section 2. ***Dues***

Membership dues shall not exceed \$30 for Regular membership, \$40 for Household, \$5 for Junior and \$10 for Associate membership per calendar year. Prorated dues after July 31st for new members will have listed prorated amount on application for new membership. No member may vote whose dues are not paid for the current year. The treasurer shall send a renewal statement to each member.

## 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 and bylaws and the rules of the Southern Magnolia Havanese Club. At a minimum, the applicant shall state their name, address and provide information on all Havanese they own. The board approved membership form may require other information in addition to this. Accompanying the application, the prospective member shall submit dues payment for the current calendar year. Prospective members will be voted upon by secret ballot of the current eligible voting members.

## 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 Secretary, but no member may resign while in debt to the club.

(b) Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid for a period of 30 days after their membership expiration date. 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) Expulsion. A membership may be terminated by expulsion as provided in Article VII of these bylaws.

# **ARTICLE III**

## **MEETINGS AND VOTING**

### Section 1. ***Club Meetings***

Meetings of the club shall be held at local Dog Shows or online via e-mail as designated by the board of directors. Notice of such meeting shall be made by the Secretary at least 14 days prior to the date of the meeting via email or regular (USPS) mail or announced in the club Yahoo list and Facebook page provided it is distributed at least 14 days before the event. The quorum for such meetings shall be 20 percent of the members in good standing.

### Section 2. ***Board Meetings***

Meetings of the board of directors shall be held at local Dog Shows or online via e-mail as designated by the club President. The quorum for such a meeting shall be a simple majority of the board.

### Section 3. ***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 email request submitted by at least three members of the board. Such special meetings shall be held at a location convenient to all members of the board at such a date and hour as may be designated by the person authorized to call such a meeting. Notice of such meeting shall be sent by the Secretary via email or regular (USPS) mail 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.

#### Section 4. ***Parliamentary Presidings***

All meetings of the club shall follow the rules contained in the latest edition of **Robert's Rules of Order** by Major Henry M. Robert.

#### Section 5. ***Voting***

Each regular member in good standing whose dues are paid for the current year shall be entitled to vote at any meeting of the club at which they are present. Household memberships shall be limited to two votes total. Proxy voting will not be permitted at any club meeting or election.

### **ARTICLE IV**

#### **DIRECTORS AND OFFICERS**

##### Section 1. ***Board of Directors***

The board shall be comprised of the officers and two other persons, all of whom shall be regular members in good standing and all of whom shall be elected for two year terms at the club's annual meeting as provided in Article V, and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the board of directors.

##### Section 2. ***Officers***

The club's officers, consisting of President, Vice President, Secretary, and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the board and its meetings.

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 the President in addition to those particularly specified in these bylaws.

The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. The Vice President shall have the duties as Chairperson of the Fundraising Committee.

The Secretary shall notify members of meetings, shall distribute the agenda for upcoming meetings, keep a record of all meetings of the club and of the board, shall distribute minutes of such meetings to the membership, and shall post a copy of minutes to the club website. In the event that the Secretary is unable to attend and/or take minutes at a meeting, she will designate a person to provide her with minutes which the Secretary will then distribute according to the bylaws.

The Secretary shall keep a roll of the members of the club with their addresses, notify new members of their election to membership, and notify officers and directors of their election to office. She shall keep a record of all membership applicants and she shall reply to each applicant, informing them of the requirements for membership, including attendance at meetings sponsorship. She shall advise applicants of the upcoming schedule of membership meetings. She shall provide a list of membership applicants to be included in upcoming meeting agendas and attach a copy of each application for the first reading. The Secretary shall have the duties as Chairperson of the Membership Committee.

The Treasurer shall collect and receive moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The books shall be open for inspection by the board and a report shall be given at every meeting regarding the club's finances, pending receipts and payment's due.

The First Board member shall have the duties of Chairperson of the Events Committee.

The second Board member shall have the duties of Chairperson of the Website Committee.

### Section 3. ***Vacancies***

Any vacancies occurring on the board or among officers during their term shall be filled until the next election by a majority vote of the then current members of the board at its first regularly scheduled meeting following the creation of such vacancy, or at a special board meeting called for that purpose; 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 V**

### **CLUB YEAR, ANNUAL MEETING, ELECTIONS**

#### Section 1. ***Club Year***

The club's fiscal year shall begin on the first day of January and end on the last day of December. The club's official year shall begin immediately at the conclusion of elections at the Annual Meeting and shall continue through the next elections at the Annual Meeting.

#### Section 2. ***Annual Meeting***

The Annual Meeting shall be held at the Fall Huntsville/Decatur, Alabama Dog Show, and will be conducted in accordance with the agenda set forth in Article X of these bylaws.

#### Section 3. ***Elections***

The nominated candidate receiving the greatest number of votes for each officer or Board member's position shall be declared elected.

#### Section 4. ***Nominations***

No person may be a candidate in a club election who has not been nominated. Two months preceding the Annual Meeting, the board shall select a Nominating Committee consisting of three regular members not more than one of whom may be a member of the board. The Secretary shall immediately notify the committee members of their selection. The board shall name a chairman for the committee meeting, which shall be held before the Annual Meeting.

(a) The committee shall nominate one regular member as candidate for each office and director and, after securing 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, at least two weeks before the Annual Meeting, notify each member in writing or via email of the candidates so nominated.

(c) Additional nominations may be made at the Annual Meeting by any regular 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 person proposing this nomination shall present to the Secretary written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.

(d) Nominations cannot be made in any manner other than as provided in this section.

## **ARTICLE VI**

### **COMMITTEES**

**Section 1.** The board has designated four standing committees to advance the work of the club. These standing committees are chaired by club officers as described in Section 2. 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 or email notice to the appointee; and the board may appoint successors to those persons whose services have been terminated.

## **ARTICLE VII**

### **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. Written charges with specifications must be filed in duplicate with the Secretary. 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 interest 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 weeks nor more than six weeks thereafter. The 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 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 findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the board's decision and penalty, if any.

#### **Section 4. *Expulsion***

Expulsion 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, and shall invite the defendant, if present, to speak in his/her own behalf if he/she so wishes. 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 VIII**

### **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 and signed by 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 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 secret vote of the members present and voting at any regular scheduled meeting of the club.

**ARTICLE IX**  
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 the 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 not for profit organization for the benefit of dogs as selected by the board of directors.

**ARTICLE X**  
ORDER OF BUSINESS

Section 1. **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 the last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Committee Reports
- Election of officers and board (at annual meeting)
- Unfinished business
- New business
- Adjournment

Section 2. **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 the minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Committee Reports
- Unfinished business
- New business
- Adjournment