

**HAVANESE CLUB  
OF NORTHERN CALIFORNIA**

**CONSTITUTION**

1. The name of the club shall be the Havanese Club of Northern California.
2. The objectives of the club shall be:
  - (a) To encourage and promote quality in the breeding of purebred Havanese and to do all possible to bring their natural qualities to perfection;
  - (b) 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;
  - (c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike conduct at competitive events involving Havanese;
  - (d) To conduct sanctioned matches, dog shows, obedience trials or any others event for which the club is eligible under the Rules and Regulations of The American Kennel Club; and
  - (e) To promote responsible Havanese ownership amongst members, breeders and others.
3. The club shall not be conducted for profit and no part of any profits or remainder or residue from dues or donations shall inure to the benefit of any member or individual.

# HAVANESE CLUB OF NORTHERN CALIFORNIA

## BYLAWS

### 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, its Bylaws and Code of Ethics. While membership is unrestricted as to residence, the club's primary purpose is to be representative of the Havanese breeders, owners and exhibitors in its immediate area. Each member of this club must own at least one (1) AKC registered Havanese, or at least one (1) Havanese rescue dog with documentation showing that the rescue agency considered the dog to be a Havanese. However, two (2) individuals holding a Household membership need only own one (1) such dog. Junior members are not required to own a Havanese as long as one (1) of their parents or their legal guardian owns a Havanese or Havanese rescue dog. Applicants to Regular or Household membership cannot be officers, directors or voting members of other local or regional Havanese clubs, but may be officers, directors or voting members of clubs for different breeds, group-breed or all-breed clubs, or the Havanese Club of America.

#### Section 2. Types of Membership

There shall be four (4) types of membership: Regular, Household, Associate and Junior. Regular, Household and Associate members must be eighteen (18) years of age or older.

- (a) Regular. Regular members enjoy all club privileges including the right to vote and hold office. Each Regular member is counted in determining a quorum.
- (b) Household. Household memberships are for two (2) persons living in the same household. Each of the two (2) Household members enjoy all club privileges, including the right to vote and hold office. Each Household member is counted in determining a quorum.
- (c) Associate. Associate members enjoy all club privileges except the right to vote and hold office. Associate members are not counted in determining a quorum. Associate memberships are recommended for persons who cannot attend club meetings on a regular basis, or for others who do not wish to vote or hold office. Associate members who wish to vote or hold office must re-apply and be approved for Regular or Household membership using the procedure set forth in these Bylaws.

- (d) Junior. Junior membership is open to persons from nine (9) through seventeen (17) years of age who have demonstrated an interest in Havanese and the purposes of this club. Junior members are not allowed to vote or hold office and are not counted in determining a quorum. When a Junior member reaches eighteen (18) years of age, his or her membership shall automatically convert to an Associate membership, and he or she shall be eligible to apply for Regular or Household membership using the procedure set forth in these Bylaws.

### **Section 3. Dues**

Membership dues for each type of membership shall be set by the board on or before the month of October each year, and shall not exceed \$50.00 per fiscal year per type of membership, provided that there shall be no charge for Junior memberships. If the board does not set membership dues as provided in the preceding sentence, the membership dues for the coming year shall remain the same as in the current year. Membership dues are due and payable on or before the first (1<sup>st</sup>) day of January of each year, including the initial membership dues for former Junior members whose membership was automatically converted to Associate membership in the club's previous fiscal year. During the month of November, the Treasurer shall send each member a statement of dues for the coming year. No member otherwise eligible to vote may vote if his or her dues are not paid for the current year, nor shall a member otherwise eligible to hold office be eligible to hold office if his or her dues are not paid for the current year. Members may pay their dues on the same day as the annual meeting before the start of the meeting and be eligible to vote at the meeting provided that such members are otherwise in good standing and eligible to vote. The membership of members who do not timely pay their dues shall be subject to termination as set forth in Article 1, Section 8(b).

### **Section 4. Election to Membership**

Each applicant must attend at least two (2) meetings of the club and/or club-sponsored functions in the twelve (12) month period before the date of submission of an application for membership.

Each applicant for membership shall apply on an application form approved by the board. The applicant must have a sponsor. The sponsor must be a Regular or Household member in good standing, and must have maintained such membership for at least one (1) year preceding the date of the applicant's application. The application form shall provide that the applicant agrees to abide by the Code of Ethics, constitution, bylaws and rules of the club, the Havanese Club of America and the American Kennel Club, and each person who becomes a member agrees to abide by such codes, constitutions, bylaws and rules. The application shall include the name, street address, email address and occupation of the applicant, and provide information about the applicant's Havanese. Accompanying the application form, the prospective member shall submit dues payment for the current year, provided that applicants for Junior membership are not required to submit dues payment.

All applications are to be submitted to the Corresponding Secretary. At the first regular meeting of the board following their receipt, the Corresponding Secretary shall submit such applications to the board for consideration. The board shall vote on whether to submit the applications for membership to the members. Applications to be submitted to the membership

shall be read at the first regular meeting of the club members following the vote of the board. At that club meeting if a quorum is present, or if no quorum is present at that meeting, at the next regular club meeting at which a quorum is present, each new application approved by the board will be voted on by members in good standing and entitled to vote. The affirmative votes of two-thirds (2/3) of such members present and voting by secret ballot at that meeting shall be required to grant membership to the applicant. Applicants for membership who have been denied membership may not reapply within six (6) months after such denial.

#### **Section 5. Membership in Good Standing**

As used in these bylaws, a member "in good standing" is a member of the club who has paid his or her dues for the club's current fiscal year, has no outstanding financial obligations to the club, is not suspended from the club, the American Kennel Club or the Havanese Club of America, and who has attended at least two (2) meetings in the club's previous fiscal year, except that with respect to the attendance requirement, any member who becomes a member in any given fiscal year shall be in good standing for the next fiscal year if he or she has attended at least two (2) meetings in the twelve (12) month period preceding the date on which he or she becomes a member, including at least one (1) meeting in the year in which he or she becomes a member.

#### **Section 6. Transfer of Membership**

No member may transfer his or her membership in this club, nor any right arising therefrom, nor may any such membership or right be transferred by operation of law, to any other person or entity.

#### **Section 7. Conversion of Membership**

A Regular or Household membership shall automatically convert to Associate membership if and when:

- (a) A Regular or Household member does not attend at least two (2) club meetings in a fiscal year (i.e., the period from January 1 through December 31), or
- (b) A Regular or Household member becomes an officer, director or voting member of any other local or regional Havanese club.

If any person is an officer or director whose membership is converted as set forth in the preceding sentence, such person shall cease to hold the position of officer or director as of the time of such conversion, and a successor officer or director shall be selected in accordance with Article III, Section 3. The membership of a Regular or Household member shall not be affected due to part (b) of the preceding sentence on account of such member joining a club for a different breed, an all-breed or group-breed club, or the Havanese Club of America.

#### **Section 8. Termination of Membership**

Memberships may be terminated by:

- (a) Resignation. Any member in good standing may resign from the club on written notice to the Corresponding 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 before resignation.
- (b) Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of the fiscal year (i.e., sixty (60) days after January 1); however, the board in its sole discretion may grant an additional thirty (30) days of grace to such delinquent members in meritorious cases.
- (c) Expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.
- (d) Death. A membership may be terminated by the death of a member. In the event of the death of a Household member, the remaining Household member's membership shall automatically convert to a Regular membership.

## **ARTICLE II MEETINGS AND VOTING**

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

Meetings of the club members shall be held at least six (6) times per year within the greater Vacaville, California area at such hour and place as may be designated by the board. Written notice of each such meeting shall be given in accordance with Article II, Section 8 by the Corresponding Secretary at least ten (10) days before the date of the meeting.

### **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 Corresponding Secretary on receipt of a petition signed by five (5) Regular or Household members of the club who are in good standing. Special club meetings shall be held within the greater Vacaville, California area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be given in accordance with Article II, Section 8 by the Corresponding Secretary at least five (5) days and not more than ten (10) days before the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat.

### **Section 3. Board Meetings**

Regular meetings of the board shall be held at least twelve (12) times per year within the greater Vacaville, California area at such hour and place as may be designated by the board; provided that, such meetings may also be conducted with some or all board members participating by telephone or video conference held pursuant to Article II, Section 7. Written

notice of such meeting shall be given in accordance with Article II, Section 8 by the Corresponding Secretary or Recording Secretary (as may be determined by the board from time to time) at least five (5) days before the date of the meeting.

#### **Section 4. Special Board Meetings**

Special meetings of the board may be called by the President, and shall be called by the Corresponding Secretary on receipt of a written request signed by at least three (3) members of the board. Such special meetings shall be held within the greater Vacaville, California area at such place, date and hour as may be designated by the person or persons authorized herein to call such meeting; provided that, such meetings may also be conducted with some or all board members participating by telephone or video conference held pursuant to Article II, Section 7. Written notice of such meeting shall be given in accordance with Article II, Section 8 by the Corresponding Secretary at least five (5) days and not more than ten (10) days before the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat.

#### **Section 5. Quorum**

The quorum for regular or special meetings of members shall be twenty percent (20%) of the Regular and Household members in good standing. Meetings of members may be held when a quorum is not present, but no votes can be taken at such meetings. The quorum for board meetings shall be a majority of the board.

#### **Section 6. Voting**

Each Regular or Household member in good standing shall be entitled to one (1) vote at any meeting of the members of the club at which a quorum is present or by a written ballot in which the number of votes cast equals or exceeds the number required for a quorum. Each member of the board in good standing shall be entitled to one (1) vote at each regular or special meeting of the board at which a quorum is present. Except as otherwise provided in these Bylaws, approval of a matter requires the affirmative vote of a majority of those eligible to vote present at a meeting at which a quorum is present. Proxy voting will not be permitted at any board or club meeting or election.

#### **Section 7. Participation in Meetings**

Board members may participate in board meetings in person, and/or through telephone and/or video conferences, and participation in a meeting through any of these means constitutes presence in person at that meeting so long as all board members participating in the meeting are able to hear one another. Members cannot participate in board or club meetings through use of mail, email or facsimile messages, nor may members participate in club meetings through use of telephone and/or video conferences.

#### **Section 8. Correspondence and Notices**

Unless otherwise specified in these Bylaws, the club may send members notifications of club meetings, minutes of meetings, statements of dues and newsletters via email or mail. Likewise, unless otherwise specified in these Bylaws, the club may send Board members notices of Board

meetings via email or mail. Members may elect to receive such communications by email by signing an authorization, and members may similarly revoke such authorization with a signed request submitted to the Corresponding Secretary. Effective as of January 1, 2010, such authorization must release the club from any liability should the notification be received late or not received by the member due to circumstances beyond the club's control. If a member does not elect to receive communications and notices by email, communications and notices must be sent to the member by mail.

### **ARTICLE III DIRECTORS AND OFFICERS**

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

The board of directors shall consist of the officers holding the offices set forth in Article III, Section 2 and two (2) other persons who shall be directors at large, all of whom must be Regular or Household members in good standing and all of whom shall be elected for two (2) year terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the board.

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

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

- (a) President. The President shall preside at all meetings of the club and the board. He or she shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
- (b) Vice President. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) Recording Secretary. The Recording Secretary shall keep a record of all meetings of the club, the board and all matters of which a record shall be ordered by the club.
- (d) Corresponding Secretary. The Corresponding Secretary shall have charge of the correspondence, keep a roll of the members of the club with their addresses, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, and carry out such other duties as are prescribed in these bylaws.
- (e) Treasurer. The Treasurer shall collect and receive all 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 and bank account

statements shall at all times be open to inspection by the board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported, together with written documentation thereof, including copies of the most recent bank statements from the club's bank account. At the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. If the assets of the club exceed Five Thousand and 00/100 Dollars (\$5,000.00), the Treasurer shall be bonded in such amount as the board shall determine.

### **Section 3. 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 the remaining 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 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 CLUB YEAR, ANNUAL MEETING AND ELECTIONS**

### **Section 1. Fiscal 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 Meeting**

The annual meeting shall be held in the month of January. In any year in which an election for officers and directors must be held pursuant to Article III, they shall be elected at the annual meeting in accordance with this Article. The officers and directors elected at an annual meeting shall take office immediately on the conclusion of the meeting. Each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within thirty (30) days after the election.

### **Section 3. Elections**

The nominated candidate receiving the greatest number of votes for each office at a meeting at which a quorum is present shall be declared elected. The two (2) candidates nominated for the directors at large positions who receive the great number of votes for such positions shall be declared elected.

### **Section 4. Nominations**

No person may be a candidate in a club election who has not been nominated. During the month of September preceding any year in which elections of directors and officers must be

held pursuant to Article III, the board shall select a Nominating Committee consisting of three (3) members entitled to vote and two (2) alternates entitled to vote, not more than one (1) of whom may be a member of the board. At such time, the board shall also name a chairperson for the committee. The Corresponding Secretary shall immediately notify those persons selected as committee members and alternates of their selection. The chairperson of the committee shall call a committee meeting, which shall be held on or before October 15. Candidates in a club election must be Regular or Household members in good standing who have attended a minimum of two (2) club meetings during the twelve (12) months preceding each October.

- (a) The committee shall nominate one (1) candidate for each office and one (1) candidate for each of the two (2) member-at-large positions on the board. After securing the consent of each person so nominated, the committee shall immediately report their nominations to the Corresponding Secretary in writing.
- (b) On receipt of the Nominating Committee's report, the Corresponding Secretary shall, at least two (2) weeks before the November regular meeting of members, notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the November regular meeting of members by any member in good standing and eligible to vote in attendance, provided that the person so nominated does not decline when his or her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Corresponding Secretary a written statement from the proposed candidate signifying the proposed candidate's willingness to be a candidate. No person may be a candidate for more than one (1) position.
- (d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

## **ARTICLE V COMMITTEES**

### **Section 1. Appointment of Committees**

The board may each year appoint standing committees to advance the work of the club in such matters as dog shows, obedience trials, trophies, annual prizes, fund raising, membership and other fields that may well be served by committees. Special committees may also be appointed by the board to aid it on particular projects. All committees shall report to the board and shall be subject to the authority of the board. The board may accept in whole or in part, or reject, any committee recommendation.

## **Section 2. Termination of Appointment**

Any committee appointment may be terminated by a majority vote of the full membership of the board on written notice to the appointee, and the board may appoint successors to those persons whose services have been terminated.

## **ARTICLE VI Discipline**

### **Section 1. American Kennel Club Suspension**

Any member who is suspended from any of the privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for a like period.

### **Section 2. Charges**

An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of Seventy Five and 00/100 Dollars (\$75.00), which shall be forfeited if such charges are not sustained by the board following a hearing. The Corresponding Secretary shall promptly send a copy of the charges to each member of the board or present them at a board meeting. The board shall promptly 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 (3) weeks or more than six (6) weeks thereafter. The Corresponding Secretary shall promptly send one (1) copy of the charges and the specifications to the accused member by registered mail, together with a notice of the hearing and an assurance that the accused member may personally appear in his or her own defense and bring witnesses if he or she wishes.

### **Section 3. Board Hearing**

The board shall have complete authority to decide whether counsel may attend the hearing, but both the complainant and accused member shall be treated uniformly in this regard. Should the charges be sustained by the board after hearing all the evidence and testimony is presented by the complainant and accused member, the board may by a majority vote of those present reprimand or suspend the accused member from all privileges of the club for not more than six (6) months from the date of the hearing. A Regular or Household member shall not be deemed to be in good standing and is not eligible to vote during the period of suspension. If the board 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 accused member's right to appear before his or her fellow members at the ensuing club meeting at which members consider 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 at which a quorum is present following a board hearing and on the board's recommendation as provided in Section 3 of this Article. Such proceedings 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 date of the board's recommendation of expulsion. The accused member shall be given at least fifteen (15) days prior notice of the meeting sent to his or her last address of record on the club's records by first-class, certified or registered mail, and 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 finding and recommendation, and shall invite the accused member, if present, to speak in his or her own behalf if he or she wishes. The Regular and Household members in good standing shall then vote by secret ballot on the proposed expulsion. A two-third (2/3) vote of the Regular and Household members in good standing and present and voting at a meeting at which a quorum is present 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, or by written petition addressed to the Corresponding Secretary signed by twenty percent (20%) of the membership entitled to vote. 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 (3) months of the date when the petition was received by the Corresponding Secretary.

**Section 2.** The constitution and bylaws may be amended by a two-third (2/3) secret vote of members in good standing and entitled to vote at any regular or special meeting called for the purpose at which a quorum is present, provided the proposed amendments have been included in the notice of the meeting and mailed or emailed (in accordance with Article II, Section 8) to each member at least two (2) weeks before the date of the meeting.

**Section 3.** If this club becomes a member of The American Kennel Club, then no amendment to the constitution or bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

### **ARTICLE VIII DISSOLUTION**

**Section 1.** The club may be dissolved at any time by the written consent of not less than two-third (2/3) of members in good standing and entitled to vote at a meeting at which a quorum is present. In the event of the dissolution of the club (other than for purposes of reorganization), whether voluntary, involuntary or by operation of law, none of the property of the club nor any

proceeds thereof nor any assets of the club shall be distributed to any members of the club, but after payment of the debts of the club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the board.

## **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 last meeting
- Report of President
- Report of Recording Secretary
- Report of the Corresponding Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting)
- Unfinished business
- New business
- Adjournment

**Section 2.** At meetings of the board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Reading of minutes of last meeting
- Report of Recording Secretary
- Report of the Corresponding Secretary
- Report of Treasurer
- Report of committees
- 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.