

The New England Rhodesian Ridgeback Club, INC.

Article I - Name and Objects

Section 1. The name of the club shall be the New England Rhodesian Ridgeback Club, Inc.

Section 2. The objectives 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 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 Rhodesian Ridgebacks shall be judged;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at:
 - dog shows
 - obedience trials
 - tracking tests
 - lure coursing trials/ tests
 - agility and
 - other competition events
- (d) to conduct lure coursing tests, trials, and sanctioned matches in conformation, obedience, and tracking under the rules and regulations of the American Kennel Club.
- (e) to encourage owners to develop the full potential of the breed.
- (f) to abide the tenets set forth by the Code of Ethics of the Rhodesian Ridgeback Club of the United States, Inc., which the New England Rhodesian Ridgeback Club, Inc. has adopted as a standard for correct and ethical behavior.

Section 3. The club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the club shall inure to the benefit of any member or individual.

Section 4. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

Purpose

To have a group of Rhodesian Ridgeback owners and enthusiasts associated together for the improvement of the Rhodesian Ridgeback in the New England area and for the spirit of cooperation and good sportsmanship that prevails amongst us.

To conduct functions, including but not limited to matches and educational seminars as well as conformation, obedience, tracking, and lure coursing events for the Rhodesian Ridgebacks of the New England area.

To provide support to organizations that provide for the rescue, care, and adoption of Rhodesian Ridgeback dogs in need.

Bylaws

Article I - Membership

Section 1. Eligibility. There shall be four (4) types of membership open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this club. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

- (a) Single: enjoys all club privileges including the right to vote and hold office.
- (b) Family: each family member enjoys all club privileges but only two (2) family members over 18 years

of age shall have the right to vote and hold office. The two names that the family designates eligible to vote/hold office shall be indicated on the membership application, and annually on each annual renewal form.

- (c) Associate: enjoys all club privileges excepting the rights to vote or hold office.
- (d) Honorary: Honorary membership is usually bestowed in recognition of outstanding service to the club or breed. Such members may not vote or hold office and are not required to pay dues. They may attain active/ voting status by payment of dues.

Section 2. Dues. Membership dues shall not exceed \$20.00 associate, \$30.00 regular, and \$40.00 family per year, payable on or before the 1st 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 Treasurer shall send to each member a statement of dues for the ensuing year. An initiation fee of \$5.00 will be charged new applicants in the single, family, and associate categories. The fee will be earmarked for Rescue. Dues policies may be reviewed as needed and changes in annual dues may be instituted subject to a 2/3 majority vote of the board.

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 and rules of the New England Rhodesian Ridgeback Club and the American Kennel Club along with the Code of Ethics belonging to the Rhodesian Ridgeback Club of the United States, Inc. which has been adopted by the New England Rhodesian Ridgeback Club, Inc. as a model for ethical deportment. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of at least one current member in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. Applications approved during the last quarter of the calendar year shall constitute payment in full of dues for the ensuing year.

Each application shall be filed with the Secretary, who shall have the name of the applicant published in the next Ridgeline following its receipt. Thirty (30) days after publication of applicant names, the applications will be voted upon and affirmative votes of 2/3 of the entire Board shall be required to elect the applicant.

The Secretary, or the President, shall immediately notify the applicant of the outcome of the Board's vote. Should the applicant not be approved, the applicant shall be given a brief written explanation of the reason for the disapproval. Submitted dues shall be returned to the applicant whose membership has been denied.

Persons whose membership application has not been approved may reapply after six months.

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; 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 60 days after the first day of the fiscal year. 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 VI of these bylaws.

Article II - Meetings and Voting

Section 1. Club Meetings. There shall be at least one membership meeting of the Club which shall be the Annual Meeting and which shall be held in the greater Framingham, Massachusetts area according to the provisions of Article IV, Section 2. Six other meetings may be scheduled and held at such hour and place as may be designated by the board of directors. Written notice of each such meeting shall be sent to the membership by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the members in good standing and only members in good standing present at the Club meetings shall be entitled to vote.

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 five members of the club who are in good standing. Such special meetings shall be held in the greater Framingham, Massachusetts 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 sent to the membership by the Secretary 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 members in good standing.

Section 3. Board Meetings. Meetings of the board of directors shall be held at least six (6) times per year with one meeting to be held in conjunction with the Annual Meeting. These meetings will be held in the greater Framingham, Massachusetts area at such hour and place as may be designated by the board. Written notice of each such meeting shall be sent to the membership by the Secretary at least 15 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.

The Board of directors may also conduct business by telephone conference call, web-based meeting systems (e.g. Skype™, GoToMeeting™) or email provided it does not conflict with other provisions of these by-laws. Items voted upon by telephone conference call, web conference, or email must be confirmed in writing by the Secretary within seven days.

- 1) Every board member must be provided with the manner to participate;
- 2) A procedure must be in place to verify the identity of the individuals participating to ensure that they are eligible Board members;
- 3) A mechanism must be in place to verify that the eligible board members are "listening";
- 4) All board members must agree to participate in this manner.

Section 4. Special Board Meetings. Special meetings of the board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the board. Such special meetings shall be held in the greater Framingham, Massachusetts area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be sent to the membership by the Secretary at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the board.

Section 5. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which he is present.

The Board may also choose to call for a vote of the membership via US mail at times other than club meetings. Ballots must be returned within 30 days of the date they are sent.

Neither Proxy nor E-mail voting will be permitted at any club meeting or election.

Section 6. Board Business. The Board may conduct its business by means other than in person. An "email" motion may be drafted by any member of the Board and sent to all board members. Once it has been seconded, by notice sent to all board members, the following procedures then must be followed:

- (a) Once moved and seconded, the President must send the motion to the Secretary, who then "puts" the motion to the Board by email with a response YES, NO, ABSTAIN requested by email reply.
- (b) A time limit of 7 days is allowed for responses.
- (c) After 7 days, the Secretary shall tally the responses and report by e-mail the results to the Board Members declaring the motion PASSED or FAILED. The quorum of the vote shall be the majority of the board. Should the quorum not respond, the motion shall be considered to have failed.

- (d) The Secretary shall keep track of such email motions and include them in his or her Report to the Board at the next Board Meeting.

Article III - Directors and Officers

Section 1. Board of Directors. The board shall be comprised of the officers and 3 other persons, all of whom shall be members in good standing and all of whom shall be elected biennially for staggered terms of two (2) years, with the President and Treasurer being elected in even years and the Vice-President and Secretary being elected in odd years. Directors-at-large shall be elected biennially by ballot for two year terms. Officers shall be elected according to the provisions of Article IV and shall serve until their successors are elected, with the exception that the President shall not serve more than two (2) consecutive terms. The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the Officers and four (4) other members. 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 capacities both with regard to the club and its meetings and the board and its meetings.

- (a) The President shall preside at all meetings of the club and of the board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
- (b) 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) The Secretary shall keep a record of all meetings of the club and of the board and of all matters of which a record shall be ordered by the club; shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, and carry out such other duties as are prescribed in these bylaws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the club and shall pay the Club's bills. Moneys 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 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 reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year.
- (e) The Immediate Past President shall serve on the Board of Directors for a two year term as a non-voting member.
- (f) Directors-at-Large: the Director-at-Large shall represent the interests of the members to the board of Directors and may be appointed to various Club committees.
- (g) The maker of checks shall be either the Treasurer or the President. Checks in amounts above \$500.00 shall have prior approval of a majority of the Board, either as reflected in the minutes of the Board, or as evidenced by e-mails from the majority to the Board. Checks may be signed by either the Treasurer or the President.

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 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 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.

Section 4. Attendance. Board of directors are expected to attend board meetings. A board-attendance problem occurs if any of the following conditions exist in regard to a board member's attendance to board meetings:

- 1) The member has two un-notified absences in a row ("un-notified" means the member failed to contact the President or Secretary ahead of the meeting to inform them they could not attend the scheduled

board meeting.

- 2) The member has three notified absences in a row.
- 3) The member misses one half of the total number of board meetings in a twelve-month period.

In the event of an attendance problem, the President will contact the board member to discuss the problem. The President will share the response with the board and following a board discussion the board may decide to terminate the board member's membership on the board.

Article IV - The Club Year, Annual Meeting, Elections

Section 1. Club Year. The Club's calendar and fiscal year shall be the same, which shall be January 1 to December 31 of each year. Elected Officers and Directors shall take office on January 1st. Each retiring officer shall turn over to the successor in office all properties and records relating to that office during the month of January.

Section 2. Annual Meeting. The annual meeting shall be held in the greater Framingham, Massachusetts area at such hour and place as may be designated by the board of directors. Preference shall be given to scheduling of the annual meeting to be in conjunction with the NERRC Summer event

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.

Section 4. Nominations. No person may be a candidate in a club election who has not been nominated. By July 1, 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 Secretary shall immediately notify the committee and alternates of their selection. The board shall name a Chair for the committee and it shall be such person's duty to call a committee meeting, which shall be held by the 1st of August.

- (a) The committee shall nominate from the eligible membership, one candidate for each office and position on the board which is up for re-election and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing. No person may be a candidate for more than one position. The committee will ask each nominee accepting this nomination to provide a brief resume (no longer than 250 words) to the Secretary.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall, by September 15th, send written notification to the membership of the candidates so nominated and their resumes.
- (c) Additional nominations of eligible members may be made by written petition to the Secretary by no later than October 15th. Petitions must be signed by 3 members in good standing and include a signed acceptance of the nomination by the proposed candidate and a brief resume. Petitions may not be made electronically.
- (d) Any candidate for the post of President or Vice-President must meet the RRCUS requirements as stated in their POLICY – RHODESAN RIDGEBACK REGIONAL SPECIALITY CLUBS.
- (e) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.
- (f) If no valid additional nominations are received by the Secretary on or before October 15th, the Nominating Committee's slate shall be declared elected and no balloting will be required.
- (g) If additional nominations have been added to the slate, the Secretary will compile the final ballot including all nominee resumes. The final ballot will be mailed to the eligible membership by November 1st. Ballots must be returned to the Secretary by December 1st. The Secretary will notify the membership of the results of the election by December 15th. Elected Officers and Directors shall take office according to the provisions of Section 1 of this Article IV.

Article V - Committees

Section 1. The board may each year appoint standing committees to advance the work of the club in such matters as specialty shows, obedience trials, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the board. Special committees may also be appointed by the board to aid it on particular projects.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the board upon written notice to the appointee; and the board may appoint successors to those persons whose services have been terminated.

Section 3. Each committee Chairperson shall maintain any and all records pertaining to the function of that committee and shall relinquish such records to any successor or the Secretary within 30 days of the termination of his or her appointment.

Section 4 The Chairperson of the Regional supported show committee must meet the RRCUS requirements as stated in their POLICY – RHODESAN RIDGEBACK REGIONAL SPECIALITY CLUBS.

Article VI - Discipline

Section 1. American Kennel Club Suspension/RRCUS Discipline. 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. Any member suspended, expelled or denied membership in RRCUS shall be similarly suspended, expelled or denied membership to NERRC.

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 by Certified Mail, Return Receipt Requested to the Secretary together with a deposit of \$10.00, 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 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 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 (3) weeks nor more than six (6) 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 the evidence and testimony presented by complainant and defendant, the board may by a majority vote of those present suspend the defendant from all privileges of the club for not more than six months from the date of the 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 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 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 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 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 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 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 sent to each member at least two weeks prior to the date of the meeting.

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 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 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 last meeting

Report of President

Report of Secretary

Report of Treasurer

Reports of committees

Unfinished business

New business

Adjournment

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

Reading of minutes of last meeting

Report of Secretary

Report of Treasurer

Reports of committees

Election of new members

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.

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