

## CONSTITUTION

### ARTICLE I NAME AND OBJECTIVES

**Section 1.** The name of the Club shall be the Borzoi Club of America, Inc., hereinafter referred to as the Club.

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

- (a) To encourage and promote the preservation and welfare of the purebred Borzoi and to do all possible to bring their natural qualities to perfection.
- (b) To urge members, breeders and judges to accept the Standard of the breed, as approved by the American Kennel Club, as the only Standard of excellence by which the Borzoi shall be bred and judged.
- (c) To urge members and breeders to abide by the Code of Ethics and the *Guidelines for Breeders* of the Borzoi Club of America, Inc.
- (d) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and Borzoi affairs.
- (e) To conduct licensed and sanctioned specialty shows under the rules and regulations of the American Kennel Club and to perform its functions as Parent Club of the Breed in an effort to educate and assist the general public.
- (f) To encourage the organization of independent local Borzoi Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club.
- (g) To prevent cruelty to animals, the Borzoi Breed of dog in particular.
- (h) To participate in the rescue of Borzoi by providing funds to others for this purpose.
- (i) To educate the public about the Borzoi Breed of dog through seminars and lectures relating to health concerns, grooming and training matters.
- (j) To give to charitable organizations concerned with Borzoi health matters.

**Section 3.** The Club shall not be conducted or operated for a profit. No Club member shall make a profit from the Club, 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.

**Section 4.** The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objectives.

### BY-LAWS ARTICLE I MEMBERSHIP

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

Membership shall be open to all persons eighteen (18) years of age and older, who are in good standing with the American Kennel Club and who subscribe to the purposes of the Club, and whose membership is approved by the Board of Directors as outlined in Section 4. Additional persons under eighteen (18) years of age may be admitted provided their number does not exceed twenty percent (20%) of the total membership of the Club.

#### **Section 2. Membership**

There shall be five types of membership open to persons who are in good standing with the American Kennel Club and who subscribe to the purposes of the Club.

- (a) Single Membership  
Open to persons 18 years of age and older residing in North America. Such members shall enjoy all the privileges and responsibilities of the Club including the right to vote and hold office.
- (b) Household Membership  
Open to two persons 18 years of age and older living in the same residence in North America. Each listed member of a household membership is entitled to a full vote.
- (c) Life Membership  
The Title of Life Member shall automatically be conferred upon each person who has been a member in good standing for a period of twenty-five (25) consecutive years or for thirty-five (35) years, not necessarily consecutive. A Life Member shall enjoy all of the privileges and responsibilities of membership but shall be exempt from payment of dues.
- (d) Junior Membership  
Open to persons 9 -17 years of age residing in North America. Junior members may not vote or hold office but may apply for single or household membership upon reaching their eighteenth (18<sup>th</sup>) birthday.

(e) Foreign Membership

This membership is open to persons residing outside North America who wish to receive the Club publication and other materials of the Borzoi Club of America, Inc. Foreign membership carries NO voting privileges and requires no sponsors. This membership fee shall be determined annually by the Board of Directors of the Club.

**Section 3. Dues**

Annual dues for Single, Household or Foreign Membership shall not exceed more than \$50.00 per person. Junior Membership shall not be more than \$10.00 per person. Household shall be eligible for a special dues rate and shall each receive a vote. Dues shall be due on the first day of January of each year.

Notice shall be mailed during the month of November of each year by the Recording Secretary to each member that annual dues are due January 1. The Board shall be empowered to fix the amount of dues from time to time as required.

**Section 4. Election to Membership**

Each applicant for membership shall apply on a form as approved by the Board of Directors of the Club. This form shall state that the applicant agrees to abide by the *Constitution and By-Laws* of the Club and by the rules of the American Kennel Club, and shall provide spaces for the name and address of the applicant and for any other information as the Board of Directors may request. The application form shall also require the endorsement of two members of the Club who are in good standing. The prospective member shall submit current dues plus an initiation fee of five dollars (\$5.00), both of which shall be refunded if the application is rejected.

Applicants may be elected for membership in the Club at any meeting of the Board of Directors, and each application shall be acted upon at the first such meeting to occur after the filing of said application with the Recording Secretary and publication in the official Club minutes.

Favorable votes of two-thirds (2/3) of the Board Members present at a meeting of the Board of Directors or voting by mail shall be required to elect an applicant for membership.

An application which has received a negative vote by the Board of Directors may be presented by one or both of the applicant's endorsers at the next General Membership Meeting at which there is a quorum present. The membership present may elect such applicant by a favorable vote of seventy-five percent (75%) of the members present and voting, provided the quorum for the meeting has not been broken. Otherwise, no applicant who has been rejected at any meeting may be considered for membership within twelve (12) months after the date of the last such rejection. The applicant may not again reapply for membership after three (3) rejections.

**Section 5. Termination of Membership**

(a) By resignation

Any member in good standing may resign from the Club upon written notice to the Recording Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first (1<sup>st</sup>) 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 sixty (60) days after the first (1<sup>st</sup>) day of the fiscal year. Upon payment of the current dues plus a \$10 late penalty by the first (1<sup>st</sup>) day of March, a member in good standing who has lapsed shall be automatically reinstated. In no case may a person be entitled to vote at any Club meeting if that person's dues are unpaid as of the date of that meeting.

(c) By expulsion

The membership may be terminated by expulsion as provided in Article VI of this *Constitution and By-Laws*.

**Section 6. Reinstatement**

A membership terminated by reason of resignation or terminated after the first (1<sup>st</sup>) day of March by reason of lapsing must be reapplied for in accordance with Section 4, Election to Membership. Current dues and the initiation fee of five dollars (\$5.00) must accompany the application. Such dues and initiation fee shall be refunded if the reapplication for membership is denied. An expelled member may not reapply for membership.

**ARTICLE II  
MEETINGS**

**Section 1. Club Meetings**

The Annual Meeting shall be held each year as designated by the Board of Directors. All members of the Club shall be notified by mail of the date, time and place of the meeting by the Recording Secretary at least thirty (30) days in advance of the meeting.

The Annual Meeting shall be held, whenever possible, in conjunction with the time and place of the Club's annual specialty show. A quorum for such meetings shall be ten percent (10%) of the members in good standing. The quorum shall be established on the first (1<sup>st</sup>) day of March of each year and shall remain a constant figure for the remainder of the year. The quorum figure will be sent to the membership in the first available mailing after March 1.

## **Section 2. Special Club Meetings**

Special Club Meetings may be called by the President or by a simple majority vote of the Board of Directors. The Recording Secretary, upon receipt of a petition signed by ten percent (10%) of the members of the Club in good standing, is authorized to call a special meeting on their behalf. Such special meetings shall be held at such hour and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meetings shall be mailed to all Club members by the Recording Secretary at least fourteen (14) days prior to the meeting and not more than thirty (30) days before the meeting. Said notice shall state the time, location and purpose of the special meeting. No other Club business shall be transacted at such a meeting. The quorum for such a meeting shall be 10% of the members in good standing.

## **Section 3. Board Meetings**

A meeting of the Board of Directors shall be held in conjunction with the Annual Membership Meeting. Other meetings of the Board shall be held at such times and places as are designated by the President or by a majority vote of the Board. Written, fax or email notice of each such other meeting shall be sent by the Recording Secretary to each member of the Board no later than fourteen (14) days prior to the meeting and not more than thirty (30) days prior to the meeting. This notice must include the President's agenda. Board members shall sign an authorization agreeing to email communication. Such authorization, which is revocable, will also release the club from any liability should the notification be received late or not received by the Board member due to circumstances beyond the Club's control.

Board members are required to notify the Recording Secretary immediately if they are unable to attend the meeting. Failure to make any attempt to attend meetings, or failure to notify the Recording Secretary concerning the inability to attend meetings, failure to return mail or email votes shall result in the Board considering that office for possible replacement. The quorum for such a meeting shall be a majority of the Board members.

## **Section 4. Club Meeting Procedure**

Meetings are defined as gatherings where attendees see and/or hear each other. This includes meeting (in person) "physically" in the same room, or conducting a meeting by video conference or teleconference. The Board of Directors may conduct business by mail, fax, email or telephone conference call through the Recording Secretary.

## **Section 5. Board Business Conducted by Mail, Telephone or Email**

The Board may choose to conduct a portion of its business by mail, fax, email or by conference call through the Recording Secretary. If a conference call is to be the method of communication, notice of the conference call must be mailed, faxed or emailed to each of the Board members no later than six (6) days prior to the call. The time and the purpose of the call are to be stated on the notice and no other club business may be transacted during that call. If no majority is available at the time of the call, a mail vote to the entire Board must be held immediately. Business (voting) can be conducted at meetings or through mail, fax or email. In order for business to be conducted by email, the following provisions are mandatory:

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

## **Section 6. Number of Meetings**

There shall be at least one (1) Annual General Membership Meeting held each year and at least two (2) Board Meetings. There may be more than this number, however, there may not be fewer. A Board meeting packet shall be provided to each Board member.

# **ARTICLE III GOVERNORS & OFFICERS**

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

The Board shall be comprised of the President, Vice President, Six (6) Governors (one from each of the designated regions of the United States of America), Recording Secretary, Corresponding Secretary, Treasurer, and the Delegate to the American Kennel Club. All Officers and Board members shall be members in good standing and be residents of the United States. The immediate past President of the Club is a voting member ex officio of the Board for the period of one year. If the past President does not wish to be ex officio for this period, it must be stated in writing to the Recording Secretary and that office will not be counted as part of the quorum for the Board for that year. All Officers shall be elected for two (2) year terms. The terms shall be staggered with the President, Vice President, Corresponding Secretary, and Governors of Region 1, 3 and 5 elected on even years. The Treasurer, Recording Secretary, Delegate to the AKC, and Governors of Region 2, 4 and 6 shall be elected on odd years. The management of the Club's affairs shall be entrusted to the Board of Governors.

Any Officer or Board member who fails to perform the responsibilities of his/her office, fails to attend two (2) meetings or fails to return two (2) mail or email votes during a fiscal year without just cause may be removed from office by two thirds (2/3) vote of the Board and the vacancy shall be filled following same procedure as for a vacant office.

## **Section 2. Officers**

The Club's officers, consisting of the President, Vice President, six Regional Governors, Recording Secretary, Corresponding Secretary, Treasurer, AKC Delegate and Past President shall serve in their respective capacities both with regard to the Club and its meetings and the Board of Directors and its meetings.

- (a) The President shall preside at all meetings of the Club and of the Board of Directors, and shall have the duties and power normally appurtenant of the office of President in addition to those particularly specified in this *Constitution and By-Laws*.
- (b) The Vice President shall have the duties of the President in case of the President's death, absence, or incapacity.
- (c) The Regional Governors shall conduct regional meetings of the Club as may be directed by the Board of Directors or as may be requested by the members in their areas. The purpose of such meetings shall be to deal with area concerns and a quorum will be ten percent (10%) of the membership living within their designated area. All discussions and decisions concerning the Club will be in advisory capacity only.
- (d) The Recording Secretary shall keep a record of all meetings of the Club and of the Board of Directors and all votes taken by mail or email. He/She shall notify all Officers and Governors of their election to office, keep a roll of the members of the Club with their addresses and any Club activities they have been involved in, make available to the Nominating Committee each year a complete list of all members who are eligible to hold office and which offices they are now eligible to hold according to the stated qualifications required in Article III, Section 3, and to carry out such other duties as are prescribed in this *Constitution and By-Laws* and are directed by the President and the Board. All current Club records and current files shall be stored by the Recording Secretary during his/her term of office. In the event of the incapacitation or absence of the Recording Secretary, the duties shall be filled by the Corresponding Secretary, until otherwise filled by the provisions of this *Constitution and By-Laws*.
- (e) The Corresponding Secretary shall have charge of the general correspondence, notify new members of their election to membership and furnish them with such information as may be prescribed by the Board of Directors, and carry out any other duties as may be directed by the President and the Board. In the event of the incapacitation or absence of the Corresponding Secretary, the duties shall be filled by the Recording Secretary until otherwise filled by the provisions of this *Constitution and By-Laws*.
- (f) The Treasurer shall collect and receive all monies due or belonging to the Club. He/She shall deposit the same in the name of the Club in a bank satisfactory to the Board of Directors. His/Her books shall at all times be open to inspection of the Board and he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. At the Annual Meeting, he/she shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in an amount to be determined by the Board.
- (g) The AKC Delegate shall keep the Club informed on AKC activities and vote on issues as instructed by the Board of Directors.

## **Section 3. Qualifications**

The candidates for President and Delegate to the AKC shall have served on the Board for at least a one year term before the election and shall have attended at least two regular Board meetings during such term of office prior to their nomination. The candidates for Vice President, Recording Secretary, Corresponding Secretary and Treasurer shall have served on the Board for at least a one year term before the election and shall have attended at least two regular Board meetings during such term of office or shall have been active members in good standing for at least five consecutive years prior to their nomination. The candidates for the Governors' position shall have been members in good standing of the Club for three consecutive years prior to their nomination. All candidates must be residents of the United States of America

## **Section 4. Vacancies**

A vacancy in the office of President shall be automatically filled by the Vice President and the resulting vacancy in the office of the Vice President shall be filled by a majority vote of all of the then members of the Board. Any other vacancy occurring on the Board of Directors shall be filled until the end of the respective term by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy.

# **ARTICLE IV THE CLUB YEAR NOMINATIONS & ELECTIONS**

## **Section 1. Club Year**

The fiscal and administrative year of the Club shall begin on the first (1<sup>st</sup>) day of January and end on the thirty-first (31<sup>st</sup>) day of December. The elected Officers and Board members shall take office the first (1<sup>st</sup>) day of January.

(As changed by membership vote August 2012)

## Section 2. Voting

At any meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting. Exceptions to this are the election of Officers, Delegate to the American Kennel Club, Regional Governors, amendments to the *Constitution and By-Laws*, and amendments to the Standard for the Breed. These shall all be decided by a written ballot cast by mail. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail. Voting by proxy shall not be permitted.

## Section 3. Nominations and Ballots

No person who has not been nominated according to this *Constitution and By-Laws* and who is not a resident of the United States of America may be a candidate in a Club election. At any Board of Directors meeting after the first (1<sup>st</sup>) day of January and prior to the thirtieth (30<sup>th</sup>) day of June, the Board shall select a Nominating Committee consisting of three (3) members with two (2) alternates, preferably from different regions of the United States, all of which have been members for at least five (5) immediately preceding years, not more than one of them being a member of the Board, and one of them being named chairman of the Nominating Committee. Committee members shall confer with each other for the purpose of selecting from the list of eligible names, nominees for the upcoming available Officer and Governor positions to be voted on at the annual election. At the same time, the Board shall select a paid primary independent vote tabulator and an alternate tabulator for the Club elections. The Recording Secretary shall notify the membership of the names, addresses, telephone numbers and email addresses of the Chairman and members of the Nominating Committee and the name and address of the independent tabulators no later than thirty (30) days after Board approval.

- (a) The Nominating Committee shall nominate from among the qualified members of the Club as stated in Article III, Section 3. They will check with the Recording Secretary on the eligibility of nominees. The Nominating Committee shall nominate one candidate for each office which is to be placed on the ballot for the upcoming election and shall obtain acceptance of each candidate in writing. Members wishing to serve may contact the Committee themselves. The Nominating Committee report must be received by the Recording Secretary no later than the fifteenth (15<sup>th</sup>) day of September. The Committee must consider the geographical representation of the six Regional Governors and select one from each of the following regions/locations:

**Region 1 - Atlantic Northeast:** To include Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Vermont.

**Region 2 - Atlantic Southeast:** To include Alabama, Delaware, District of Columbia, Florida, Georgia, Maryland, Kentucky, North Carolina, South Carolina, Tennessee, Virginia, and West Virginia.

**Region 3 - South Central:** To include Arkansas, Colorado, Kansas, Louisiana, Mississippi, Missouri, Oklahoma, and Texas.

**Region 4 - Pacific Southwest:** To include Arizona, California, Hawaii, Nevada, New Mexico, and Utah

**Region 5 - Pacific Northwest:** To include Alaska, Idaho, Montana, Oregon, Washington, and Wyoming.

**Region 6 - North Central:** To include Illinois, Indiana, Iowa, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin.

The Recording Secretary shall check the status of each candidate to see if he/she meets the qualifications as set forth in this *Constitution and By-Laws* and is a member in good standing at the time of his/her nomination.

- (b) The Recording Secretary shall, not later than the first (1<sup>st</sup>) day of October, notify the entire membership by mail in writing of the candidates nominated.
- (c) Additional nominations of eligible members may be made by written petition, sent by registered mail, certified mail with return receipt requested, by Federal Express, or any other private courier service that will certify delivery. All petitions must be received by the Recording Secretary on or before midnight on the thirty-first (31<sup>st</sup>) day of October. The petition must be signed by five (5) members in good standing, all of which have been members for at least five (5) years, and must be received in one envelope, accompanied by the written acceptance of the petitioner signifying his willingness to be a candidate. No person who has declined a nomination by the Nominating Committee may be nominated by petition for the position he/she has declined, and no person may be a candidate for more than one position on the ballot.
- (d) If, and only if, no valid additional nominations are received by the Recording Secretary on or before midnight on the thirty-first (31<sup>st</sup>) day of October, the Nominating Committee slate of Officers and Governors shall be declared elected and take office on the first (1<sup>st</sup>) day of January.
- (e) Nominations cannot be made in any other manner other than as provided in this Section 3, of Article IV.
- (f) If one or more valid additional nominations are received by the Recording Secretary on or before midnight on the thirty-first (31<sup>st</sup>) day of October, the Recording Secretary shall by the fifteenth (15<sup>th</sup>) day of November, mail to each member by First Class mail a ballot listing, in alphabetical order, all of the candidates for each contested position, along with a brief profile of each candidate(s). The ballot is to be returned to the designated tabulator, following the instructions of the Recording Secretary. In order to be valid, the ballot must reach the designated tabulator on or before midnight on the fifteenth (15<sup>th</sup>) day of December. By the first (1<sup>st</sup>) day of December, the Recording Secretary shall send the tabulator designated for that year an alphabetical list of all members to whom ballots were sent. The secrecy of the ballot shall be maintained by the tabulator. The Recording Secretary shall obtain from the designated

(As changed by membership vote August 2012)

tabulator the certified results of the election and the names of the members who voted. Prior to the first (1<sup>st</sup>) day of January, he/she shall notify those candidates elected. Officers and Directors shall take office on the first (1<sup>st</sup>) day of January.

#### **Section 4. Election**

The election of Officers, Regional Governors and Delegate to the American Kennel Club shall be conducted by secret ballot. Ballots, to be valid, must be received by the independent tabulator designated by the Board of Directors on or before the fifteenth (15<sup>th</sup>) day of December. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time of the deadline for ballots, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 4.

#### **Section 5. Succession**

Each retiring officer shall turn over to his successor in office all properties and records relating to that office, if possible, before the first meeting of the newly elected Board of Directors, and not later than the fifteenth (15<sup>th</sup>) day of January.

### **ARTICLE V COMMITTEES**

#### **Section 1.**

Except as provided in Article IV hereof, the President may each year appoint, with the approval of the Board of Directors, standing committees whose purpose shall be to advance the work of the Club in such matters as dog shows, 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 for particular projects. The President shall be a member ex officio of all committees so appointed except for the Nominating Committee.

#### **Section 2.**

Any committee appointment may be terminated by a majority vote of the full membership of the Board of Directors upon written notice to the appointee, and the Board may appoint a successor to any person whose service has been terminated.

### **ARTICLE VI DISCIPLINE**

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

Any member who is suspended from all privileges of the American Kennel Club automatically shall be suspended from the privileges in this Club for a like period of time.

#### **Section 2. Charges**

Any member may prefer charges against another member for alleged misconduct prejudicial to the best interest of the Club or the Breed. Written charges with specifications must be filed in duplicate with the Recording Secretary, together with a deposit of ten dollars (\$10.00), which shall be forfeited if such charges are not sustained by the Board of Directors or a Committee following a hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board, which will be strictly confidential, or present them at a Board meeting in Executive session. The Board shall first consider whether the actions alleged in the charges, if proved, might constitute conduct prejudicial to the best interest of the Club or the Breed. If the Board feels that the charges do not allege conduct which would be prejudicial to the Club or the Breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board or a Committee of not less than three (3) members of the Board, such hearing to be held not less than three (3) weeks and not more than six (6) weeks thereafter. The Recording 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/her own defense and bring witnesses if he/she so desires.

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

The Board of Directors 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 the complainant and the defendant, the Board may, by majority vote of those present, suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing or until the next Annual Meeting if that will occur after six months. If it deems the above punishment insufficient, the Board 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/her fellow members at the next Annual Meeting at which the Board's recommendations are to be considered. Immediately after the Board has reached a decision, its findings shall be put in written form and filed

(As changed by membership vote August 2012)

with the Recording Secretary. The Recording 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 an Annual Membership Meeting with a quorum of the Club following a Board or a Committee hearing and upon the recommendation of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his/her own behalf, although no evidence shall be taken at this meeting. The President shall read the charges and the findings of the Board and invite the defendant, if present, to speak in his/her own behalf if he/she so desires. The members in attendance shall then vote on the proposed expulsion by secret ballot. A two-thirds (2/3) vote of those present at the meeting and eligible to vote shall be necessary for expulsion. If expulsion is not voted for, the suspension of the Board or Committee shall stand. A member who has been expelled may not reapply for membership.

#### **Section 5. Lesser Penalties**

Should the Board of Directors determine that there are mitigating circumstances to the charges brought against the defendant, or that the defendant's conduct was not so prejudicial to the best interests of the Club or the Breed that suspension or expulsion is warranted, it may, at its discretion, designate a lesser penalty. Should the Board, by majority vote of those present, determine that a lesser penalty is justified, they may choose one of several lesser penalties. These may include a letter of reprimand, or letter of disapproval by the Board for the failure of the defendant to maintain conduct of a high level befitting a member of the Club. Such penalty is to be determined on a case-by-case basis. A written reprimand directed exclusively to the member may be somewhat detailed but an official (published) reprimand should only indicate that subsequent to a Board hearing "...member (X) was officially reprimanded as a result of charges filed by member (Y)". Immediately after the Board has determined the appropriate lesser penalty, its decision shall be put in written form and filed with the Recording Secretary, and the President shall direct the penalty be carried out. The Recording Secretary shall notify each of the parties of the decision and penalty.

### **ARTICLE VII AMENDMENTS**

#### **Section 1. Constitution**

- (a) Amendments to the *Constitution and By-Laws* may be proposed by a majority of the Board of Directors or written petition addressed to the Recording Secretary signed by twenty percent (20%) of the membership in good standing. An amendment proposed by such petition shall be considered by the Board at its next regular meeting provided the proposed amendment is received by the Recording Secretary in time for him/her to place it on the agenda for that meeting. The proposed amendment shall be submitted by the Recording Secretary to the membership, together with the recommendations of the Board, for a vote within thirty (30) days after final consideration by the Board.
- (b) The *Constitution and By-Laws* may be amended at any time provided a copy of the proposed amendment has been mailed by the Recording Secretary to each member in good standing. The copy of the proposed amendment shall be accompanied by a ballot on which each member may indicate his/her choice "For" or "Against" the proposed amendment. The notice shall specify a date, not less than thirty (30) days and not more than forty-five (45) days after the date of mailing, by which date the ballots must be returned to the Recording Secretary or a designated independent tabulator to be counted. The favorable vote of two-thirds (2/3) of the returned ballots of members in good standing shall be required to put any such amendment into effect.
- (c) Voting for amendments to the *Constitution and By-Laws* shall be limited to those members in good standing who are residents of the United States of America and who are eligible to vote.

#### **Section 2. Standard for the Breed**

- (a) Amendments to the Standard for the Breed may be proposed by a majority of the Board of Directors or by written petition addressed to the Recording Secretary and signed by twenty percent (20%) of the membership in good standing. An amendment proposed by such petition shall be considered by the Board of Directors at its next regular meeting, provided that the proposed amendment is received by the Recording Secretary in time for him/her to place it on the agenda for that meeting. The proposed amendment shall be submitted by the Recording Secretary to the membership, together with the recommendation of the Board, for a vote within thirty (30) days after final consideration by the Board.
- (b) The Standard for the Breed may be amended at any time provided that the Recording Secretary has mailed a copy of the proposed amendment to each member in good standing. The copy of the proposed amendment shall be accompanied by a ballot on which each member may indicate his/her choice "For" or "Against" the proposed amendment. The notice shall specify a date not less than thirty (30) days and not more than forty-five (45) days after the date of mailing by which date the ballots must be returned to the Recording Secretary or a designated independent tabulator to be counted. The favorable vote of two-thirds (2/3) of the returned ballots of the members in good standing, shall be required to put any such amendment into effect, providing that at least fifty percent (50%)

of the members return their ballots to the Recording Secretary or a designated independent tabulator within the time limit.

- (c) Voting for amendments to the Standard for the Breed shall be limited to those members in good standing who are residents of the United States of America and who are eligible to vote.

### **Section 3. American Kennel Club Approval**

No amendment of the *Constitution and By-Laws* or the Standard for the Breed 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-thirds (2/3) of the members. In the event of the dissolution of the Club, 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. After payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs, such organizations to be 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 meetings may permit, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of the Recording Secretary
- Report of the Treasurer
- Annual reports of the Standing Committees
- Unfinished Business
- New Business
- Adjournment

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

- Roll Call
- Reading of the minutes of last meeting
- Report of the Recording Secretary
- Report of the Corresponding Secretary
- Report of the Treasurer
- Report of the AKC Delegate
- Report of Committees
- Unfinished Business
- New Business
- Adjournment

## **ARTICLE X THE ADMINISTRATION OF THE BEVERLY C. TAYLOR TRUST FOR BORZOI RESCUE**

### **Section 1: Name and Purpose of the Trust**

- (a) Name: Funds received from the Beverly C. Taylor Trust for the purpose of Borzoi rescue shall be placed in a separate trust account to be known as the BCOA BEVERLY C. TAYLOR TRUST FOR BORZOI RESCUE (“Beverly C. Taylor Trust for Borzoi Rescue”) with all income and principal irrevocably dedicated to the support of Borzoi rescue.
- (b) Purpose of the Trust: Established through a generous gift to the Borzoi Club of America from a dedicated Borzoi fancier, the goal of the Beverly C. Taylor Trust for Borzoi Rescue is to ensure that no Borzoi will be cast aside, abused, or forgotten for lack of funds and that no Borzoi Rescue organization will ever be forced to turn down any placeable Borzoi in need of rescue. To achieve its purposes, the trustees of the Beverly C. Taylor Trust for Borzoi

(As changed by membership vote August 2012)



Rescue shall, when considering financial assistance, look to assist rescue activities within and outside of Borzoi Club of America (BCOA).

- (c) Borzoi Rescue Definition: to save dogs of the Borzoi breed from danger, confinement, or undesirable conditions, bringing them to health when necessary, and finding them a happy home.
- (d) Borzoi Rescue Activities:
  - (1) Shelter and foster care;
  - (2) Adoption services;
  - (3) Education of the breed to adoptive parents;
  - (4) Provide veterinary care when needed; and
  - (5) Provide spay/neuter services.

## **Section 2: Administration of the Beverly C. Taylor Trust for Borzoi Rescue**

- (a) Corporate Trustee and Successor Trustees: An independent federally regulated corporate Trustee firm shall serve as Trustee of the Trust. In the event the corporate Trustee firm selected is not qualified or is unable to act as Trustee, the BCOA Board of Directors (“Directors”), by majority vote, can remove the Trustee firm and select a successor corporate Trustee firm. The corporate Trustee firm shall have all the powers granted under the governing law provided that the corporate Trustee acts with approval of a majority of the Beverly C. Taylor Trust for Borzoi Rescue Committee.
- (b) Beverly C. Taylor Trust for Borzoi Rescue Committee: The distribution and application of the net trust income shall be made upon the order and direction of a committee to be known as the BCOA BEVERLY C. TAYLOR TRUST FOR BORZOI RESCUE COMMITTEE (“Committee”). The Committee shall have the full power and discretion to direct the corporate Trustee to make distributions from the net Trust income in keeping with the annually approved budget and consistent with Borzoi rescue purposes.
  - 1) Responsibilities: The Committee is charged with the responsibility of creating a yearly budget for funding, and communicating the objectives and budget goals to the Directors at the annual meeting for approval. The Committee must also ensure that the goals are implemented and the funds are wisely invested and financially secure for future Borzoi rescue efforts.
  - 2) Members: The Committee shall consist of the Trustee, a non-voting member, and five (5) members from BCOA, voting members. Of the five (5) BCOA members, three (3) members shall be from the Board of Directors of the BCOA and two (2) additional BCOA Club members who are in good standing with the Borzoi Club of America. It is preferable that at least one of the committee members has a Borzoi rescue background.
  - 3) Member Selection: The Committee Members shall be selected by majority vote of the Directors and shall serve at no salary or compensation.
  - 4) Term: The terms of the Committee Members shall coincide with their respective elected term in office for Directors of the Borzoi Club of America and by annual appointment for the two (2) non-Board BCOA Members to the Committee.
  - 5) Quorum and Committee Action: Greater than fifty percent (50%) of the voting members of the Committee shall constitute a quorum. The Committee shall take no action without establishing a quorum. An act of the majority of the Committee Members shall be the act of Committee. The Trustee is not a voting member.
  - 6) Regular Meetings: The Committee and the Trustee shall meet at least two (2) times a year by telephone conference call and shall keep a complete record of its proceedings.
  - 7) Annual Meeting: The Committee shall meet with the Directors annually to present and discuss the yearly budget goals and investment strategies. The final annual budget must be approved by a majority of the Directors. The Trustee shall prepare an annual statement to report to the Directors with respect to accounting for the financial status of the Beverly C. Taylor Trust for Borzoi Rescue. The Committee shall also provide monthly statements and at least quarterly reports to the Committee. These reports shall be made available to the Directors upon request.
  - 8) Reporting: The Committee shall provide bi-annual financial and status reports to the Directors.
  - 9) Removal: Committee Members may be removed without cause by majority vote of the Directors.
  - 10) Trust Administration Expenses: The Committee shall approve reasonable fees from the Trust to the independent corporate Trustee for their Trust and fund management services. All other Trust administration expenses shall be annually reviewed and approved by the Directors.
  - 11) Distribution of Trust Principal: For purposes of this Trust, distributions shall first come from the net Trust income. If at any time the net Trust income distributions are inadequate to accomplish the purpose of the Beverly C. Taylor Trust for Borzoi Rescue, the Committee shall, upon the majority approval of the Directors, distribute principal of the Beverly C. Taylor Trust for Borzoi Rescue to accomplish such purpose.
  - 12) Investment of Trust Assets: The Corporate Trustee shall have the sole discretion to make decisions with respect to the management of the investment portfolios of the Beverly C. Taylor Trust for Borzoi Rescue provided that the Trustee abides by the Committee’s investment guidelines and reporting requirements. The

(As changed by membership vote August 2012)

investment guidelines shall be reviewed and approved annually by the Directors and amended when necessary.

**SECTION 3. Termination**

- (a) In the event of dissolution of the Borzoi Club of America, the Beverly C. Taylor Trust for Borzoi Rescue shall terminate, and after payment of any outstanding debts or obligations of the Beverly C. Taylor Trust for Borzoi Rescue, the Directors shall distribute the remaining assets and proceeds in Trust to various 501(c)(3) organizations created for the purpose of Borzoi Rescue.

**ARTICLE XI  
PARLIAMENTARY AUTHORITY**

**Section 1. Robert's Rules of Order**

The rules contained in the current edition of Robert's Rules of Order, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any other special rules of order the Club may adopt.