

AMERICAN AZAWAKH ASSOCIATION INC.

CONSTITUTION RATIFIED BY THE MEMBERSHIP: 9th July 2019

ARTICLE I Name and Objects

SECTION 1. The name of the club shall be the American Azawakh Association, Inc.

SECTION 2. The objects of the club shall be to:

- (a) encourage and promote quality in the breeding of pure-bred Azawakh and to do all possible to bring their natural qualities to perfection;
- (b) encourage the organization of independent local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
- (c) 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 Azawakh shall be judged;
- (d) do all in its power to protect and advance the interests of the breed and to encourage sportsman-like competition at all events held under AKC Rules and Regulations;
- (e) conduct sanctioned matches, and licensed events for which the club is eligible, under the Rules and Regulations of The American Kennel Club.

SECTION 3. The club shall not be conducted or operated for profit and no part of any profits or remainder or residue from any source, including dues and 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 objects.

AMERICAN AZAWAKH ASSOCIATION, INC

BYLAWS

RATIFIED BY THE MEMBERSHIP: 9th July 2019

ARTICLE II

Membership

SECTION 1. Eligibility. There shall be six types of membership; five open to all persons 18 years of age and older and a Junior membership for persons under 18 years of age who are in good standing with The American Kennel Club and who subscribe to the purposes of this club.

a) Regular (Individual): Enjoys all club privileges including the right to vote and hold office. This class of membership is open to all persons 18 years of age or older after completing 3 years as an Associate member. This will apply to all Associate members who join on or after 30th March 2019

b) Foreign: For those individuals who are not U.S. residents (or its territories and possessions). Shall be entitled to all club privileges, except voting and holding of office. This class of membership is open to all persons 18 years of age or older. Those foreign members who hold voting rights prior to April 1, 2013 will retain their voting rights.

c) Associate: Entitled to all club privileges except voting and holding of office. All new applicants must complete three years as an associate member before being considered for a Regular membership. This class of membership is open to all persons 18 years of age or older.

d) Junior: Open to children under 18 years of age; a non-voting/non-office-holding membership. At age 18 this class of membership will be eligible for regular membership if at least 3 years as a junior or combination of Junior and Associate have been completed.

e) Honorary: an individual who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues and are not eligible to vote, but can maintain regular (or household) membership if they pay dues.

f) Life: those individuals who have been members for a long period of time (usually 20+ years); Life members pay no dues but are eligible to vote and hold office.

SECTION 2. Dues: Membership dues shall not exceed \$ 60.00 per year, payable on or before the 31st 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 his dues for the ensuing year.

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 these bylaws, and The Rules and Regulations of The American Kennel Club and AKC's Code of Sportsmanship and the American Azawakh Association's 'Code of Ethics'. The application shall state the name and address of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. Applicants may be elected by secret ballot at any meeting of the board of directors or by secret vote of the directors by mail. Affirmative votes of 2/3 of the directors present at a meeting of the board, or of 2/3 of the entire board voting by mail, shall be required to elect an applicant.

(A member requesting a change of membership classification in order to include either voting or office holding privileges must first complete the application process for that of a Regular Member).

An application which has received a negative vote by the board may be presented by one of the applicant's endorsers at the next annual meeting of the club and the members may elect such applicant by secret ballot and a favorable vote of 75% of the members present and voting.

Applicants for membership who have been rejected by the club may not reapply within 12 months after such rejection.

SECTION 4. Termination of Membership. Memberships may be terminated:

(a) by resignation: Any member in good standing may resign from the club upon verifiable written notice to the 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 prior to resignation.

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

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

ARTICLE III

Members Meetings

SECTION 1. Annual Meeting. The annual meeting of the club shall be held in the month of June, July or August in conjunction with the club's specialty show if possible, at a place, date, and hour designated by the board of directors. Notice of the annual meeting shall be sent by the Secretary in any manner prescribed by the laws of the state in which the club is incorporated to each member at least 30 days prior to the date of the meeting. The quorum for the annual meeting shall be 10% of the members in good standing.

SECTION 2. Special Club Meetings. Special club meetings may be called by the President or by a majority vote of the members of the board who are present at a meeting of the board or who vote by mail; and shall be called by the Secretary upon receipt of a petition signed by 10% of the members of the club who are in good standing. Such meeting shall be held at such place, date and hour as may be designated by the board of directors. Notice of such meeting shall be sent by the Secretary in any manner prescribed by the laws of the state in which the club is incorporated at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other club business may be transacted. The quorum for such a meeting shall be 10% of the members in good standing.

ARTICLE IV

Board Meetings

SECTION 1. Board Meetings. The first meeting of the board shall be held immediately following the election. Other meetings of the board of directors shall be held at such times and places or via telephone conference call or via video conference as are designated by the President or by a majority vote of the entire board. Notice of each such other meeting shall be sent by the Secretary in any manner prescribed by the laws of the state in which the club is incorporated to each member of the board at least 14 days prior to the date of the meeting. The quorum for a board meeting shall be a majority of the board.

SECTION 2. Board Business. The board of directors may also conduct business by telephone conference (including disciplinary hearings), or video conference or by any other method permitted by the laws of the state in which the club is incorporated. Items voted upon by any method other than "in-person" meetings must be confirmed in writing by the Secretary within seven days.

ARTICLE V
Directors and Officers

SECTION 1. Board of Directors. The board shall be comprised of the officers and three directors all of whom shall be members in good standing who are residents of the United States. They shall be elected for two-year terms as provided in Article VI, and shall serve until their successors are elected. Terms shall begin at the conclusion of the meeting at which the election is declared, or must be otherwise specified in the bylaws. 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 and in particular is responsible for the day to day management of the affairs of the club.

(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 votes taken by mail, and of all matters of which a record shall be ordered by the club; 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 who are in good standing with their addresses, which shall be sent to any member in good standing, upon written request, not more than once every club year, 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. Moneys shall be deposited in a bank approved 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. The Treasurer shall be bonded in such amount as the board of directors shall determine.

(e) The offices of Secretary and Treasurer may be held by the same person, in which case the board shall be comprised of 3 Officers and 3 Directors.

(f) [AKC® Delegate – Among other duties, the Delegate shall report to the Club all actions and matters discussed at AKC’s Quarterly Delegate Meetings.]

(g) **Directors** – To act as voting members of the governing board responsible for managing the club to fulfill the goals of the American Azawakh Association and represent the best interests of the membership.

SECTION 3. Vacancies: Any vacancies occurring on the board or among the officers during the year shall be filled for the remainder of the position’s term by a majority vote of the board. However, a vacancy in the office of President shall automatically be filled by the Vice-President for the remainder of the term.

(In the event of a vacancy of the AKC Delegate, the club must apply to the office of the AKC Executive Secretary for approval of Delegate credentials).

ARTICLE VI

The Club Year, Voting, Nominations, Elections

SECTION 1. Club Year. The club’s fiscal year shall begin on the 31st day of January and end on 30th of January. The club’s official year shall begin immediately at the completion of the election and shall continue through the next election. The elected officers and directors shall take office on the first day following the election and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.

SECTION 2. Voting. At the annual meeting or at a special meeting of the club, voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of officers (Delegate) and directors and amendments to the constitution and bylaws and the amendments to the Standard for the breed which shall be decided by secret ballot. The secret ballot shall be cast by mail or by electronic balloting by an independent firm to the extent permitted by the applicable Georgia Code TITLE 14, CHAPTER 3, ARTICLE 7, PART 2 and in accordance with State Law and AKC policy. Voting by proxy shall not be permitted. The board of directors may decide to submit other specific questions for decision of the members.

SECTION 3. Annual Election. The election of officers and directors (and Delegate to The American Kennel Club, who may but need not be a director or officer of the club) shall be conducted by secret ballot in any manner provided for by the laws of the state in which the club is incorporated. Ballots to be valid must be received by the Secretary (or independent professional firm designated by the board) by 5TH June. Ballots shall be counted by three inspectors of election who are members in good standing and neither members of the current board nor candidates on the ballot (provided, however, that the board may designate an independent professional firm to send, receive and count the ballots apart from the annual meeting).

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time of the meeting, 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 V, Section 3.

SECTION 4. Nominations and Ballots. No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. A Nominating Committee shall be chosen by the board of directors before 5th March. The committee shall consist of three members from different areas of the U.S.A., and two alternates, all members in good standing, no more than one of whom may be a member of the current board of directors. The board shall name a chairman for the committee. The Nominating Committee may conduct its business by mail, or email.

(a) The Nominating Committee shall nominate from among the eligible members of the club, one candidate for each office and for each position on the board of directors (and for the Delegate to The American Kennel Club) and shall procure the acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the board to the extent that it is practicable to do so. The committee shall then submit its slate of candidates to the Secretary, who shall mail the list, including the full name of each candidate and the name of the state in which he/she resides, to each member of the club on or before 5th April, so that additional nominations may be made by the members if they so desire. The notice will also include the total number and names of paid voting members in good standing as of that date, so that members who file petitions will know the minimum number of signatures which must be submitted, and identify the eligible petitioners.

(b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and postmarked on or before 5th May signed by five members and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. Except for the position of Delegate, no person shall be a candidate for more than one position. If the Secretary is an opposed candidate in the election and the board does not utilize an independent professional firm, **the board shall designate another officer or director who is not a candidate in the election** to send the final slate to the membership, and receive ballots for tabulation applicable to subsections “4c” and “4d”.

(c) If no valid additional nominations are received or postmarked on or before 5th May, the Nominating Committee’s slate shall be declared elected and no balloting will be required.

(d) If one or more valid additional nominations are received or postmarked on or before 5th May, the Secretary (or an independent professional firm designated by the board) shall, on or before 20th May send to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a blank envelope and a return envelope addressed to the Secretary (or designated professional firm) marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope and return it in accordance with the directions provided addressed to the Secretary (or designated professional firm). The inspectors of election (or designated professional firm) shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as **the results of the voting, which shall be announced at the annual meeting.**

(e) Nominations cannot be made at the annual meeting or in any manner other than as provided above.

ARTICLE VII Committees

SECTION 1. The board may each year appoint standing committees to advance the work of the club in such matters as dog shows (i.e.: field trials, obedience trials, etc.), 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 (i.e.: Bylaw Committee) 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 board upon written notice to the appointee; and the board may appoint successors to those persons whose services have been terminated.

ARTICLE VIII 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: Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$100.00, which shall be forfeited if such charges are not sustained by the board or a board

committee following a hearing. Disciplinary hearings may be held via telephone conference call provided there is a bylaw provision which enables the Board to transact business by teleconference. 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 or the breed. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of 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 not less than three weeks nor more than six weeks thereafter by the board or board committee of not less than three members of the board. The Secretary shall promptly send one copy of the charges to the accused member by certified 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 wishes.

SECTION 3. Board Hearing: The board or board committee 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 or board committee may by a majority vote of those present reprimand (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).") or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing, or until the next annual meeting if that will occur after six months. 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/her fellow members at the ensuing club meeting, which considers the recommendation of the board or board committee. Immediately after the board or board committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

SECTION 4. Expulsion: Expulsion of a member from the club may be accomplished only at the annual meeting of the club following a hearing and upon the recommendation of the board or board committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing on his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak on his/her own behalf. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE IX Amendments

SECTION 1. Amendments to the constitution and bylaws or breed standard may be proposed by the board of directors or by written petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments to the bylaws 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. Proposed amendments to the standard for the breed must be submitted to the members with recommendations of the board by the Secretary for a vote following the procedures established by the AKC Board of Directors.

SECTION 2. The constitution and bylaws may be amended at any time (or the standard for the breed in accordance with AKC policies), provided a copy of the proposed amendment has been sent by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual-envelope and balloting procedures described in Article VI, Section 4(d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date postmarked, by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

[**SECTION 3.** “No amendment to the Constitution and Bylaws (or to 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 X 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 good standing. 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 XI 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 the last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

SECTION 2. 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
- Unfinished business
- Election of new members
- New business
- Adjournment

ARTICLE XII 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.

For the most updated information on AKC policies, as well as Bylaw frequently asked questions and answers, please visit www.akc.org

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