

# Arizona Rhodesian Ridgeback Club, Inc.

## CONSTITUTION AND BYLAWS

### NAME AND OBJECTIVES

1. The name of the club shall be Arizona Rhodesian Ridgeback Club, Inc.
2. The purpose of the club shall be:
  - a. To further the advancement of purebred Rhodesian Ridgebacks.
  - b. To do all in its power to protect and advance the interest of purebred Rhodesian Ridgebacks and to encourage sportsmanlike competition at dog shows, obedience trials, and all AKC events for which the club is eligible under the Rules and Regulations of The American Kennel Club.
  - c. To conduct sanctioned events under the Rules and Regulations of The American Kennel Club.
  - d. To represent our national breed club, The Rhodesian Ridgeback Club of the United States, as a sanctioned Regional Club. As a RRCUS Regional Club we will coordinate RRCUS Sponsored Events within our region, the state of Arizona. RRCUS sponsored events must be first submitted to ARRC before January 15<sup>th</sup> of the previous year by an ARRC Member in good standing for approval prior to being submitted to RRCUS for approval.
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 insure to the benefit of any member or individual.
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.

### BYLAWS

#### ARTICLE I: MEMBERSHIP

- 1.1 Eligibility. There shall be two (2) types of voting membership and two (2) types of non-voting membership. Individual and Family membership, which are voting memberships, shall be open to Rhodesian Ridgeback owners 18-years of age or older who are in good standing with The American Kennel Club and who subscribe to the purpose of this club. Associate membership, which is non-voting, shall be open to any person 18-years of age or older, who does not live in the geographic area served and who is in good standing with The American Kennel Club and who subscribes to the purpose of this club. Youth membership, which is non-voting, shall be open to any person who is under age 18-years-old, who is in good standing with The American Kennel Club and who subscribes to the purpose of this club. While voting membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the Rhodesian Ridgeback owners, breeders and exhibitors in its immediate geographic area.
  - a. Individual. Enjoys all club privileges including the right to vote and hold office.
  - b. Family. All persons in the household enjoy all club privileges including the right for each person 18-years-old and over in the household being entitled to one vote each for up to two total votes per Family membership. Family members may apply for Individual membership.
  - c. Associate. Persons who wish to support the work of the club but who do not wish to be voting members and who live outside the geographic area served.
  - d. Youth. Persons who are under 18-years-old are eligible for membership in this category. Youth members pay dues and enjoy all club privileges except the right to vote.
- 1.2 Dues. Membership dues are determined by the Board of Directors. Any member whose dues are not paid for the current year by **March 1 of that year** will not be allowed to vote. During the month of November, the Treasurer shall send to each member a statement of his/her dues for the ensuing year.
- 1.3 Election to Membership. Each applicant for membership shall apply on a form approved by the Board of Directors. Such form shall provide that the applicant agrees to abide by the club's Constitution and Bylaws, the rules of the American Kennel Club and the Code of Ethics of the Rhodesian Ridgeback Club of the United States. The application shall include but not be limited to the name, address, and occupation of the applicant and it shall carry the endorsement of two members. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the secretary and each application is to be read at the first meeting of the club following its receipt. At the next club meeting the application will be voted upon and affirmative votes of 2/3 of the members present and voting shall be required to elect the applicant. Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.
- 1.4 Termination of Membership. Memberships may be terminated by:
  - a. Resignation. Any member in good standing may resign from the club upon written notice to the Secretary; 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 day of each fiscal year.
  - b. Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional



90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.

c. **Expulsion.** A membership may be terminated by expulsion as provided Section 6.4 of these Bylaws.

## ARTICLE II: MEETINGS AND VOTING

- 2.1 **Club Meeting.** Meetings of the club shall be held at least **six times per year** in the greater Phoenix, Arizona area or at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be sent by the Secretary or his/her delegate at least 7 days prior to the date of the meeting. The quorum for such meetings shall be a majority of the voting members in good standing present.
- 2.2 **Special Club Meeting.** 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 Phoenix, Arizona 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 by the Secretary at least five days and not more than fifteen days prior to the date of the meeting. Said notice shall state the purpose of the meeting and no other club business may be transacted. The quorum for such a meeting shall be a majority of the members in good standing present.
- 2.3 **Board Meetings.** Meetings of the Board of Directors shall be held a **minimum of 6 times per year** in the greater Phoenix area at such hour and place as may be designated by the Board of Directors. Written notice of such meetings shall be sent by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the voting members of the Board present.
- 2.4 **Special Board Meetings.** Special meetings of the Board may be requested by the President and shall be called by the Secretary upon receipt of a written request signed by a least three members of the Board. Such special meetings shall be held in the greater Phoenix, Arizona area at such date, hour, and place as may be designated by the person authorized herein to call such meeting. Written notice of such meetings shall be sent by the Secretary at least five days and not more than ten days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and on other club business may be transacted thereat. A quorum for such a meeting shall be a majority of the voting members of the Board present.
- 2.5 **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 the member is present, either in person or attending the meeting via virtual remote conference tools as defined in section 2.6. Proxy voting will not be permitted at any club meeting or election.
- 2.6 **Virtual Meetings.** The Board may opt to conduct meeting, including Special Club Meetings and Special Board Meetings, online via tools like Skype, Zoom, WebEx, Microsoft Teams, etc. The same rules apply for virtual meetings and in-person meetings.

## ARTICLE III: DIRECTORS AND OFFICERS

- 3.1 **Board of Directors.** The Board shall be comprised of the President, Vice-president, Secretary, Treasurer, Past-president, who shall be a voting member of the Board and three other persons all of whom shall be voting members in good standing. In addition, Board membership may also include up to two positions of Youth Advisor who shall serve on the Board and enjoy all the rights and responsibilities of a Board member but shall not vote. The Youth Advisor shall provide input into the discussions of the Board as a means for bringing the perspective of youth members to the decision-making process. It is a position designed to provide role modeling and mentoring opportunities for youth members who have demonstrated a desire to further their leadership skills and to be actively involved in the administration of the club. The Youth Advisor must be under the age of 18-years-old when elected to the term. In addition, the Board shall appoint a Membership Committee Chair as defined in section 5.3. The Board shall be elected for one-year terms at the club's annual meeting as provided in Section 4.2 and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the Board of Directors.
- 3.2 **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 order by the club. He/she 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 money due or belongings to the club. He/she shall deposit the same in a bank designated by the Board in the name of the club. The books shall at all times be open to inspection of the Board and the Treasurer shall report at every meeting the condition of the club's finances and every item of receipt or payment not before reported; and, at the annual meeting he/she shall render an account of all money received and expended during the previous fiscal year. The treasurer shall be bonded, the expense of which shall be paid by the club.
- e. The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the officers, the past president and three other persons.
- 3.3 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 current members of the Board present at its next meeting. In the event the presidency is vacated, 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.
- 3.4 Liability of Directors. The directors and officers shall have no personal liability to either the corporation or its members for monetary damages except as otherwise provided in A.R.S. 10-1029(A)(2).

#### ARTICLE IV: THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

- 4.1 Club Year. The club's fiscal year shall begin on the first day of **January** and end on the **Last** day of **December**. The club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue throughout the election and the next annual meeting.
- 4.2 Annual Meeting. The annual meeting shall be held in the month of November, at which time officers and directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4.4. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within thirty days after the election.
- 4.3 Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.
- 4.4 Nominations. No person may be a candidate in a club election who has not been nominated. During the month of July, 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 Nominating Committee of their selection. The Board shall name a Committee Chair for the Nominating Committee and it shall be the Chair's duty to call a committee meeting which shall be held on or before August 24.
  - a. The Nominating Committees shall nominate one candidate for each office and one candidate for each of the three other positions on the Board as well as one candidate for a Youth Advisor position on the Board. After securing the consent of each person so nominated, the Committee shall immediately report the nominations to the Secretary in writing.
  - b. Upon receipt of the Nominating Committee's report, the Secretary shall notify each member in writing of the candidates so nominated **at least two weeks** before the **November** meeting.
  - c. Additional nominations may be made at the **September** meeting by any member in attendance provided that the person so nominated, also in attendance, does not decline when his/her name is proposed. The nominator shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate. Any member in good standing can nominate themselves.
  - d. Nominations cannot be made in any manner other than as provided in this section.
  - e. The Secretary shall notify those nominated members who were not present at the annual meeting as to the result of that election.

#### ARTICLE V: COMMITTEES

- 5.1 Appointing Committees. The Board may each year appoint standing committees to advance the work of the club in such matters as dog shows, obedience trials, trophies, annual prizes, membership and other field which may well be served to the final authority of the Board. Special committees may also be appointed by the Board to work on particular projects.
- 5.2 Terminating Committees. Any committee appointed may be terminated by a majority vote of the full membership of the Board upon written notice to the committee chairperson, and the Board may appoint successors to those persons whose services have been terminated.
- 5.3 Membership Committee: This shall be a standing committee with the committee chair being appointed annually by the board of directors. The committee chair may also concurrently hold a board position. Duties of the committee include maintenance of the club membership roster, membership renewal notifications, encourage RRCUS members in the state to join the club and promote club membership at club events. The membership committee chair does not have a vote on the board of directors.



#### ARTICLE VI: DISCIPLINE

- 6.1 American Kennel Club Suspension/RRCUS Discipline. Any member who is suspended from the privileges of the American Kennel Club, Inc. automatically shall be suspended from the privileges of this club for a like period. In the event that a member is expelled from RRCUS, the member may not be automatically expelled from the club. The member must be accorded due process under the procedure outlined in this article.
- 6.2 Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of not more than \$25 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 members of the Board or present them at a Board meeting and the Board shall first consider whether the actions alleged in the charges, if provided, might constitute conduct 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 of a Board hearing not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.
- 6.3 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, **reprimand** or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing. If the Board deems that punishment is insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendants right to appear before his fellow members at the ensuing club meeting which considers the Board's recommendation immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn shall notify each or the parties of the Board's decision and penalty, if any.
- 6.4 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 6.3. Such proceedings may occur at a regular or special meeting of the club to be held within sixty days but not earlier than thirty days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The president shall read the charges and the Board's findings and recommendations and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The club members shall then vote by secret written ballot on the proposed expulsion. A two-thirds 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: INDEMNIFICATION

The corporation shall indemnify and hold the directors, officers and members of the corporation harmless to the fullest extent permitted by law and A.R.S. 10-1002, *et seq.*, as amended from time to time.

#### ARTICLE VIII: AMENDMENTS

- 7.1 Amendments. Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by twenty per cent 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.
- 7.2 Voting Changes. The Constitution and Bylaws may be amended by a two-thirds secret vote of the members present and voting at any regular or special meeting called for such purpose; provided the proposed amendments have been included in the notice of the meeting and sent to each members at least two weeks prior to the date of the meeting.
- 7.3 After amendments are approved by the membership, they must be sent to the AKC for approval.

#### ARTICLE IX: DISSOLUTION

- 8.1 Dissolution. The club may be dissolved at any time by the written consent of not less than two-thirds of the members in the event of the dissolution of the club other than for purposes of reorganization whether voluntary or by operation of law, none of the property of the club shall be distributed to any members of the club. After payment of the debits 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 X: ORDER OF BUSINESS

- 9.1 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; Report of Committees; Election of Officers and Board (at annual meeting); Election of New Members; Unfinished Business; New Business; Adjournment
- 9.2 At meetings of the Board, the order of business, unless otherwise directed majority vote of those present shall be as follows: Reading of Minutes of the Last Board Meeting; Report of Secretary; Report of Treasurer; Report of Committees; Unfinished Business; New Business; Adjournment

#### ARTICLE XI: PARLIAMENTARY AUTHORITY

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.

These bylaws adopted on September 1, 2003; revised: name changed to Arizona Rhodesian Ridgeback Club, Inc. on November 4, 2003; revised: March 19, 2005 per AKC suggestions; revised: July 14, 2015 per RRCUS regional club update; revised September 9, 2020; revised 7/9/24

  
President – Ryan Buzard, DVM

  
Secretary – Belinda Seitz