

AMERICAN FOXHOUND CLUB, INC.

CONSTITUTION

ARTICLE I Name and Objects

SECTION 1. The name of the Club shall be American Foxhound Club, Inc.

SECTION 2. The objects of the Club shall be:

- (a) to encourage and promote quality in the breeding of purebred American Foxhounds and to do all possible to bring their natural qualities to perfection;
- (b) to encourage the organization of independent local American Foxhounds Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
- (c) to urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which American Foxhounds shall be judged;
- (d) to do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, obedience trials and tracking tests, field trials;
- (e) to conduct sanctioned matches, specialty shows, obedience trials and tracking tests, field trials 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 dues or donations to the Club shall inure to the benefit of any member or individual.

SECTION 4. The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

BYLAWS

ARTICLE I Membership

SECTION 1. Eligibility.

Regular membership shall be open to all persons eighteen years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club, including owners, exhibitors, breeders and judges of American Foxhounds.

SECTION 1A. Junior Membership.

Juniors, between the ages of 12 and 18 are eligible for junior membership without vote, but with all other rights and privileges of membership, except being an officer or director.

SECTION 2. Dues.

Membership dues shall not exceed \$50.00 per year, payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall send to each member a statement of his/her dues for the ensuing year.

SECTION 3. Election to Membership.

Each applicant for membership or junior 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 constitution and bylaws and the rules and regulations of The American Kennel Club. The application shall state the name, address and occupation 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.

Applicant 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.

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.

SECTION 4. Termination of Membership.

Memberships may be terminated:

- (a) by resignation. Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid for a period of four months 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) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.
- (d) Junior membership shall terminate at age 18 and said Junior member shall become a regular member by payment of the required dues.

ARTICLE II Meetings

SECTION 1. Annual Meeting.

The annual meeting of the Club shall be held in conjunction with the Club's Specialty Show, if possible, at a place, date, and hour designated by the Board of Directors. Said meeting shall be held between August 15th and November 15th of each year, if possible. Written notice of the annual meeting shall be mailed by the Secretary 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. Written notice of such meeting shall be mailed by the Secretary 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.

SECTION 3. Board Meetings.

The first meeting of the Board shall be held at the annual meeting. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of each such other meeting shall be mailed by the Secretary to each member of the Board at least 30 days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board voting in person, by mail, FAX or telephone conference call.

SECTION 4. The Board of Directors may conduct its business by mail, FAX or telephone conference call through the Secretary provided it does not conflict with any other provisions of these By-Laws. Items voted upon by telephone conference call must be confirmed in writing within 7 days.

ARTICLE III Directors and Officers

SECTION 1. Board of Directors.

The Board shall be comprised of the officers and six other persons, all of whom shall be members in good standing who are residents of the United States. They shall be elected for three-year terms as provided in Article IV, and shall serve until their successors are elected. Two Directors shall be elected each year and take office on September 1st following their election. 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. They shall be elected for two year terms, with the President and Vice-president elected in odd numbered years and the Secretary and Treasurer elected in even numbered years and take office on September 1st following their election.

- (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 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 with their addresses and carry out such other duties as are prescribed in these bylaws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. 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 of 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 nine persons.
- (f) AKC Delegate shall be selected for a two year term by the Board of Directors at its first meeting in odd number years. Among other duties, the Delegate shall report to the Club all actions and matters discussed at the AKC's Quarterly Meetings.

SECTION 3. Vacancies.

Any vacancies occurring on the Board, AKC Delegate or among the officers during the year shall be filled until the next annual election by a majority vote of all the then members of the Board; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board.

ARTICLE IV

The Club Year, Voting, Nominations, Elections

SECTION 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 on Sept. 1st and shall continue through the next election. The elected officers and directors shall take office on the first day of September following the election and each retiring officer shall turn over to his 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, and Directors and amendments to the constitution and bylaws and the standard for the breed which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

SECTION 3. Annual Election.

The election of Officers and Directors shall be conducted by secret ballot. Ballots to be valid must be received by the Secretary by August 15th. Ballots shall be counted by three inspectors of election who are members in good standing. 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 III, 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 April 15th. 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, fax or other electronic means.

- (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 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 resides, to each member of the Club on or before June 1st, so that additional nominations may be made by the members if they so desire.

- (b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and postmarked on or before July 1st, signed by five members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate.
- (c) If no valid additional nominations are postmarked on or before July 1st, the Nominating Committee's slate shall be declared elected and no balloting will be required.
- (d) If one or more valid additional nominations are postmarked on or before July 1st, the Secretary or an independent professional firm designated by the Board shall, on or before July 15th, mail 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 addressed to the Secretary or designated professional firm and must be received by August 15th. 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 V Committees

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

SECTION 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose service has been terminated.

SECTION 3. A Breed Standard committee shall be appointed by the Board consisting of five members who must have bred and litter enrolled at least five litters of American Foxhounds with American Kennel Club and been involved with the breed for more than ten years. Any changes to the breed standard must first be recommended by this committee and passed by a 3/4 vote of the Board of Directors before being submitted to the membership for approval by at least a 2/3 vote of those voting. If said changes are adopted the Secretary shall submit same to the American Kennel Club for final approval.

ARTICLE VI

Discipline

SECTION 1. American Kennel Club Suspension.

Any member who is suspended from 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 one hundred dollars, which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club 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 of 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 members of the Board, not less than 3 weeks nor more than 6 weeks thereafter. 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 own defense and bring witnesses if he wishes.

SECTION 3. Board Hearing.

The Board or 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 Committee 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, 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 fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or 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 Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in their 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 in their own behalf. The meeting 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 VII

Amendments

SECTION 1. Amendments to the constitution and bylaws and to the Standard for the breed may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and bylaws or the Standard for the breed may be amended at any time provided a copy of the proposed amendment has been mailed 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 procedures described in Article IV, Section 4d 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 VIII Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club but after payment of the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX Order of Business

SECTION 1. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of 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 member
- New business
- Adjournment

ARTICLE X
Parliamentary Authority

SECTION 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the Club may adopt.