

CONSTITUTION AND BY-LAWS
OF THE
MIDWEST BORZOI CLUB, INC.
(March 17, 2000 revision, spelling errors corrected 9-05)

ARTICLE I - NAME AND OBJECTS.

Section 1. The name of the Club shall be the Midwest Borzoi Club, Inc.

Section 2. The objectives of the Club shall be:

- A. To encourage and promote the breeding and showing of purebred Borzoi and to do all possible to bring their natural qualities to perfection.
- B. To urge all 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 the Borzoi shall be bred and judged.
- C. To do all in its power to protect and advance the interest of the Breed by insisting on sportsman-like attitudes and conduct at all competitive dogs shows and at all Midwest Borzoi Club affairs.
- D. To conduct at least one (1) Specialty Show annually, under the rules of the American Kennel Club.
- E. To draw together, in cooperation, for mutual enjoyment and assistance to lovers of the Borzoi Breed.

Section 3. The Club shall restrict its activities, pertaining to Specialties, Supported Shows, Board Meetings, General Membership Meetings and all Club-titled functions to the states of Indiana, Illinois, Ohio, Michigan and Wisconsin. Hereafter referred to as the Midwest.

Section 4. The Club shall not be conducted or operated for profit and no part of any profit or remainder or residue from dues or donations to the Club shall inure to the profit of any member or individual.

ARTICLE II - MEMBERSHIP.

Section 1. Eligibility. There shall be two types of membership:

- A. One type of membership shall be open to all persons eighteen (18) years of age or over, who are in good standing with the American Kennel Club and who are subscribers to the purposes of this Club.
- B. The other type of membership shall be a Junior Membership open to all persons between the ages of ten (10) and eighteen (18) who are in good standing with the American Kennel Club and who are subscribers to the purpose of this Club.

(1) Junior Members shall not have the right to vote or hold office.

(2) It is the responsibility of the Junior Member to notify the Recording Secretary when he/she has reached the age of eighteen (18).

C. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the Midwest and all Club activities contained within this area.

D. The right to hold office shall be limited to members in good standing who reside within the Midwest

area, as defined in Article I, Section 3.

Section 2. Dues - Membership dues shall be:

A. Individual Membership Dues shall be determined yearly by the MBC Board but shall not exceed \$40.00. Family Membership Dues shall be determined yearly by the MBC Board but shall not exceed \$50.00. Dues are payable on or before October 1st of each year. No member may vote at any meeting or in any election whose dues are not paid for the current year. Family Memberships shall consist of two adult persons living within the same household.

B. Ninety days prior to the 1st of October, the Recording Secretary shall send to each member a statement of his dues for the ensuing year.

C. Junior Membership dues shall be the same as regular membership except when either or both parent(s) are members in good standing and reside at the same address; in which case, the dues shall be one half (\$10.00) of the regular membership dues, and no separate Club Bulletins or any other Club matter shall be mailed to said Junior Member. Junior Members will be eligible for all Special Awards given by the Club and welcomed to participate in all Club activities and as spectators at all General Membership Meeting with a voice but no vote.

D. Any member serving in the Armed Forces or otherwise absent from the country, may temporarily be exempted from paying his/her dues at the discretion of the Board for the time of his/her absence.

Section 3. Election to Membership. Members may be elected in following manner:

A. Each applicant shall apply on a form as provided by the Board of Directors and which shall provide that the applicant agrees to abide by this Constitution and by-laws and the rules of the American Kennel Club. The application shall state the name, address and other information as the Board may direct and it must carry the endorsement and addresses of two (2) members in good standing. With the membership application, the prospective member shall submit in full, dues for the current year.

(1) Dues will be refunded in full if the application is rejected.

(2) An application, which has received a negative vote by the Board, may be presented by one of the applicant's endorsers at the Annual General Meeting and the Club may elect such applicant by a favorable vote of 90% of the members present and voting.

(3) This vote may be a secret ballot if the endorser so requests.

(4) No applicant who has been rejected for membership at any meeting may be considered for membership within twelve (12) months after the date of the rejection.

(5) Any member has the right to vote against a membership or try to influence the Board against a prospective member if he (she) feels sincerely that the prospective member would in any way be harmful to the unity and objective of the Club as a whole, but the objecting member must be solely responsible for his (her) actions when they are given along with the rejection to the prospective member.

(6) No objections will be considered unless the allegation is less than two (2) years standing.

B. All applications must be submitted to the Recording Secretary and will be published in the Club Bulletin whenever possible before the application comes up for a vote.

C. Voting on membership applications can be conducted at all General Membership Meetings and all Board Meetings and will be passed by a two-thirds majority of the members present and voting.

D. Applicants may be notified either individually or collectively in the minutes of the meetings of their acceptances. The Recording Secretary will notify rejected applicants individually.

Section 4. Termination of Membership. Memberships may be terminated in the following manner:

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 while in debt to the Club. Dues obligations are considered a debt to the Club.

B. By lapsing. A membership will be considered lapsed and automatically terminated if dues remain unpaid 90 days after the statement of dues is mailed in July. However, the Board may grant additional grace periods, as are provided in Article II, Section 2, and in meritorious cases. Anyone not paid-up by the first day of October, without specific consent of the Board, will be dropped from the rolls and must apply for reinstatement. Such persons are ineligible for nominations, appointments or sponsorships of any kind. A reinstatement application requires Board approval.

C. By expulsion. Any membership may be terminated by expulsion as provided for in Article VI, Section 4 of this Constitution and by-laws.

ARTICLE III - MEETINGS AND VOTING.

Section 1. Club Meetings.

A. All meetings will be conducted by Robert's Rules of Order and the President shall have a current copy at his disposal.

B. There shall be at least one (1) General Membership Meeting and two (2) Board Meetings each year, at such hour and place as may be designated by the President and/or the Board of Directors.

C. Written notice of each meeting shall be mailed by the Recording Secretary or published in the Club Bulletin at least two (2) weeks prior to the date of the meeting. Notices published in the Club Bulletin of forthcoming meetings with a publishing date of four (4) weeks prior to the date of said meeting will be considered adequate and binding.

D. A quorum for Club Meetings shall be 10% of the members residing in the Midwest.

Section 2. Special Club Meetings.

A. 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, or by the Recording Secretary, upon receipt of a Petition signed by five voting members of the Club who are in good standing.

B. Such meeting 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 thereof shall be mailed by the Recording Secretary at least five (5) days prior to the meeting to voting members residing in the Midwest area. Said notice shall state the nature and purpose of the meeting and no other business shall be transacted thereat.

C. A quorum for such Special Meetings shall be 10% of the membership residing in the Midwest area.

Section 3. Board Meetings.

A. Meetings of the Board of Directors shall be held at a time and place as may be designated by the President or a majority vote of the Board.

B. Written notice of such meetings shall be mailed at least two (2) weeks prior to the date of the Meeting by the Recording Secretary, or published in the Club Bulletin. Notices published in the Club Bulletin of a forthcoming meeting with a publication date of four (4) weeks prior to the date of said meeting will be considered adequate and binding.

C. A quorum of such meetings shall be a majority of the Board.

Section 4. Special Board Meetings.

A. Special Meetings of the Board may be called by the President or the Recording Secretary upon receipt of written request of three (3) members of the Board of Directors. Such meetings may be held at such hour and place as may be designated by the person or persons authorized herein to call such meetings. Written notice thereof shall be mailed by the Recording Secretary at least ten (10) days prior to the day of the meeting, or electronic mail notice shall be transmitted at least three days (3) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. Special meetings of the board may be conducted by telephone conference call as long as a quorum of the Board is in attendance. Electronic notice may not be given unless all Board Members are connected to receive electronic media.

B. Voting by mail, electronic mail, or by telephone conference call will be permitted by the Board in the case of extreme emergencies, provided a quorum (majority) can be obtained. Written notice from the Recording Secretary will be mailed at least five (5) days, or electronically transmitted at least three (3) days prior to such calls and give the date and time of the conference line call. Written notice from the Recording Secretary will provide a deadline in the case of a mail-in vote from the Board. Deadlines for mail-in votes must be no later than ten (10) days after receipt of the agenda to be voted on. Electronic notice may not be given unless all Board Members are connected to receive electronic media.

C. A quorum for such meetings shall be a majority of the Board of Directors.

Section 5. Voting.

A. Each member who is in good standing and whose dues are paid up for the current year, except Junior Members shall be entitled to one (1) vote at any meeting of the Club at which he (she) is present. In order to cast a ballot for officers in the annual election, dues must be received by the Recording Secretary no later than October 1st.

B. Voting by mail will be permitted by the General Membership in the case of the Election of Officers and Amendments to the Constitution and by-laws. A quorum will be a majority of the votes received. In the case of a mail vote, notice shall state the nature and purpose of the vote and no other business shall be transacted thereof.

C. A quorum for Meetings shall be 10% of the membership residing in the Midwest area.

ARTICLE IV - OFFICERS AND DIRECTORS.

Section 1. Officers.

A. The officers shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer, all of whom shall be members in good standing and who are residents of the Midwest as stipulated in Article I, Section 3 of the Constitution and by-laws.

B. They shall be elected for one (1) year terms at the Annual Meeting as provided for in Article V, and they shall serve until their successors are elected, in their capacities, with regard to the Club and its meetings.

Section 2. Duties.

A. The President shall preside at all meetings of the Board of Directors and shall have the duties and powers normally appurtenant to the office and, in addition, those particularly specified in this Constitution and by-laws.

B. The Vice President shall have the duties and exercise the powers of the President in the case of the President's absence, incapacity or death.

C. The Recording Secretary shall keep a record of all meetings of the club and of the Board of Directors and of all matters of which a record shall be ordered by the Board, and to call a meeting to order in the absence of the President and Vice President, then presiding until the election of a President Pro Tem. He (she) shall have charge of notification of applicant's rejection of membership, and shall provide the nominating committee each year a complete listing of all members who are eligible to hold office, notification of officers and directors of their election to office, keep a roll of members of the Club with their addresses and carry out such other duties as prescribed in this Constitution and By-Laws and are directed by the President and Board. The Recording Secretary will maintain custody of the minutes and all historical documents of the Club. The Recording Secretary may use the club publication for notification of any meetings where sufficient time (four weeks) is allowed. Any notice published therein from the Recording Secretary's office about any Club business will be considered adequate and binding. In the absence of the Recording Secretary, the duties shall be filled by the Corresponding Secretary for the remainder of the current "official" year.

D. The Corresponding Secretary shall maintain a list of all officers, board members, committee chairs and general members and have charge of all general and official correspondence. The Corresponding Secretary will send welcome notifications to newly elected members along with a copy of the Club Constitution & By-Laws. The Corresponding Secretary will be in charge of soliciting judge nominations from the members, securing judge profiles, and creating breakdown and final ballots for the selection of Club specialty shows. The Corresponding Secretary shall be in charge of filing all paperwork associated with the Club specialty shows, notifying judges of election or defeat, and securing judging contracts when needed by the Club and any other duties as may be directed by the President and the Board. In the absence of the Corresponding Secretary, the duties shall be filled by the Recording Secretary for the remainder of the current "official" year.

E. The Treasurer shall collect and receive all money due or belonging to the Club. He (she) shall deposit same in a bank satisfactory to the Board in the name of the Club. His (her) books shall be open to the Board for inspection at all times and he (she) shall report the condition of the Club finances at every meeting of the Club of every item of receipt and payment not before reported. At the Annual Meeting he (she) shall render an account of all money received and expended during the previous fiscal year.

(1) The Treasurer shall pay all normal expenses of the Club without specific direction; however, any Special expenditure requiring Club funds must have authorization of the Board or the President in writing.

(2) The Treasurer shall be solely responsible for any and all club funds and transactions and shall be bonded in such amount as the Board shall determine.

F. The Directors shall consist of six (6) other members in good standing that are residents of the Midwest as defined in Article I, Section 3, elected by ballot, two (2) each year for a three (3) year term. The immediate Past President shall automatically be a member of the Board for a period of one year. This position will be in addition to the regular six members of the Board. The Officers and Directors together shall make up the Board, and general management of Club affairs shall be entrusted to them.

Section 3. Dereliction of Duty.

A. Such officers and directors may, for violation or dereliction of duty, be removed by a majority vote of the Board.

Section 4. Vacancies.

A. Any vacancies occurring in the Board during the year shall be filled immediately by appointment of the President for the unexpired term, except if the vacancy occurs in the office of either Secretary where the offices shall be combined for the remainder of the current "official" year. Such appointments shall be subject to the approval of the Board at the next regular meeting following such an appointment.

ARTICLE V - CLUB YEAR, ANNUAL MEETING, AND ELECTIONS.

Section 1. Club Year.

A. The Club's fiscal year shall begin on the first day of January and end on the thirty-first day of December.

B. The Club's official year shall begin immediately at the conclusion of the election of the new officers at the Annual Meeting.

C. The Club's member year shall begin on the first day of September and end on the thirty-first day of August.

Section 2. Annual Meeting.

A. The Annual Meeting shall be held in conjunction with the Annual Specialty, but not necessarily on the day of the judging of the Breed. In the event of a one-day or two day show, the Annual Meeting may be held on either the day preceding or the day after the Borzoi judging, whichever may be more convenient with the assigned hour of judging. The Annual Specialty shall be held at a place approved by a majority vote at the Annual Meeting two years prior to the Specialty.

Section 3. Election.

A. The Officers and Directors for the ensuing year(s) shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately as of the conclusion of the election and each Officer shall turn over to his successor in office all properties and

records relating to that office within sixty days after the election, or prior to the next scheduled meeting.

B. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The two (2) nominated candidates for the two (2) positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

Section 4. Nominations.

A. No person may be a candidate in any Club election who has not been nominated in accordance with this Constitution and by-laws, or who is not a member in good standing.

B. It shall be the duty of the Nominating Committee Chairman to call a meeting of this committee and work out a complete list of nominees before December 1.

C. The Nominating Committee shall nominate one (1) or more candidates for each office and two (2) or more candidates for the other two (2) positions on the board. After securing the consent of each person so nominated, shall report his or her nominations in writing to the Recording Secretary on or before December 1st. The Nominating Committee or the Recording Secretary shall submit the slate of nominations in writing to the membership by first class mail on or before December 15th.

D. Additional nominations of eligible members may be made by written petition addressed to the Recording Secretary and received at his (her) address on or before January 15th. This written petition must be signed by five (5) voting members in good standing and accompanied by written acceptance of the nominee, signifying his (her) willingness to be a candidate for the proposed office. Such nominees shall be put on the ballot in addition to the slate as previously selected by the Nominating Committee. No person who has declined nomination of the Nominating Committee may be nominated by petition for the position he (she) has declined.

E. Nominations cannot be made at the Annual Meeting or in any manner other than is provided in this Section.

F. Not later than thirty (30) days prior to the Annual Meeting, the Recording Secretary or the Chairman of the Nominating Committee shall mail to each member of the Club a ballot listing all of the Nominees for each position, together with a blank envelope and a return envelope addressed to the Recording Secretary or the designated Tabulator marked "BALLOT", and bearing the name of the eligible member to whom it was sent. So that the ballot remains secret, each voter after marking his ballot shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the Secretary or the designated Tabulator. Such envelopes are not to be opened by the Secretary, but are to be delivered to the Inspector of Elections at the Annual Election, after their appointment by the President. The Inspector of Election and two (2) other members in good standing, who are not running for office, shall check the returns against the record of members eligible to vote prior to opening the outer envelopes and removing the blank envelopes, and shall certify the results of the voting which shall be announced at the Annual Meeting. The Recording Secretary shall accept no Ballots after the appointment of the Inspectors of Election.

G. At the discretion of the Board, a designated Tabulator may be appointed and in that case all envelopes containing Ballots will be addressed to the tabulating company who will check the returns against the record of members eligible to vote which is to be supplied by the Recording Secretary, prior to opening the outer envelopes. The designated tabulator shall certify the election and send the results sealed in total secret to the Recording Secretary who will bring the results unopened to the Annual Meeting where it will be opened at the order of the President and the results read to the membership. The designated tabulator

shall accept no Ballots later than ten (10) days before the Annual Meeting. The tabulators shall retain the original ballots for a period of one (1) year before the tabulators destroy them. The designated tabulator may also be used for additional balloting & elections at the discretion of the Board.

H. In the case of a tie vote, a ballot will be prepared and mailed immediately to the membership reflecting only the names of the candidates who have tied. Copies of the certified election results will be mailed to the Recording Secretary and to the President. Notification to the candidates in writing shall take place as soon as possible to facilitate the winner assuming his/her elected position. The Club membership will be notified in writing of the balloting results at the earliest date, but not longer than 30 days.

Section 5. Committees.

A. At the next scheduled meeting of the Board, after the Annual Meeting, the President, with the approval of the Board, appoints his committees to further the interests of the Club. He may appoint a chairman, who in turn may select other members to help him with his assigned work, with the exception of the Nominating Committee, which shall be appointed in its entirety before October 1. These Committees may include Nominating Committee, Publicity Committee, Show Committee, Hospitality Committee, Trophy Committee, Bulletin Committee, Ways & Means Committee and Membership Committee.

B. The President is a member ex officio of all committees except the Nominating Committee.

C. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice of the appointee; and terminates automatically after completion of the assigned project and or end of the club year, at which time the President with the approval of the board may appoint successors.

ARTICLE VI - DISCIPLINE.

Section 1. The American Kennel Club suspension.

A. 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.

A. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the club and/or the breed. Written charges with specifications must be filed in triplicate with the secretary together with a deposit of \$10 which shall be forfeited if such charges are not sustained. 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.

B. A second copy of the charges will be sent to the secretary of the Borzoi Club of America.

Section 3. Board Hearing.

A. The Board shall guarantee the privilege of counsel to both parties, and 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 defendant, the Board, may, by majority vote of

those present and voting 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 insufficient, the Board may also recommend to the membership that the penalty be expulsion. In such cases, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Corresponding Secretary, in turn, shall notify each member of the parties of the decision of the board and penalty, if any.

B. A second copy of the findings will be sent to the secretary of the Borzoi Club of America.

Section 4. Findings.

A. Expulsion of a member of the club must be accomplished only at a meeting of the club membership following a board hearing and upon the Board's recommendation as provided in Section 3 of this article. A quorum of the membership meeting shall be 10% of the membership living in the Midwest area. Such proceedings may occur at a regular or special meeting of the club to be held within 60 days but no earlier than 30 days after the date of the board's recommendation of expulsion. The defendant shall have the privilege of appearing on his 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 own behalf if he wishes. The meeting shall vote by secret written ballot on the proposed expulsion. A two-thirds vote of those present and voting at that meeting shall be necessary for expulsion. If the expulsion is not voted, the board's suspension shall stand.

B. A record of the entire proceedings will be sent to the Borzoi Club of America for their files.

ARTICLE VII - AMENDMENTS.

Section 1 - Amendments to the Constitution and by-laws.

A. Amendments may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary and signed by 10% of the membership residing within the Midwest area that are in good standing.

B. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted by the Recording Secretary to the entire membership, along with the recommendations of the Board. An amendment ballot shall be prepared reflecting the recommendations of the Board and mailed to the membership within three (3) months of original receipt by the Recording Secretary. Vote must be by written ballot with a two-thirds majority in the affirmative of the returned ballots necessary to pass.

C. The Constitution and by-laws may be amended by a two-thirds vote of the members present and voting at any regular or special meeting called for this purpose, provided the proposed amendments, along with the Board recommendations regarding the proposed amendment, have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the club membership meeting. A quorum for such a meeting shall be 30% of the membership residing within the Midwest area. If a quorum cannot be attained, the ballot along with the recommendations of the Board will be immediately mailed to the entire membership with a two-thirds majority in the affirmative of those returning ballots necessary to pass the amendment.

ARTICLE VIII - DISSOLUTION.

Section 1. Dissolution.

A. The club may dissolve at any time by written consent of not less than two-thirds of the members.

B. 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 all debts of the club, its property and assets shall be given over to a charitable organization for the benefit of purebred dogs, selected by the Board of Directors.

ARTICLE IX. ORDER OF BUSINESS.

Section 1. Meetings (General Membership).

A. 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 (determination of a quorum)
- Minutes of the last General Membership Meeting
- Report of the President
- Report of the Recording Secretary
- Report of the Corresponding Secretary
- Report of the Treasurer
- Report of the Committees
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

Section 2. Meetings (Board).

A. At meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present and voting, shall be as follows:

- Roll Call (determination of a quorum)
- Minutes of the last Board Meeting
- Report of the Recording Secretary
- Report of the Corresponding Secretary
- Report of the Treasurer
- Report of the Committees
- Election of New Members
- Unfinished Business
- New Business
- Adjournment