

# Araucana Breeders & Exhibitors Club

## Constitution & By-Laws

### ARTICLE I: Name and Objectives

#### SECTION 1. Club Name.

The name of the club shall be the Araucana Breeders & Exhibitors Club.

#### SECTION 2. Club Objectives.

The objectives of the club shall be:

- (a) To encourage and promote quality and breed improvement through exhibition of the Araucana breed as defined by the APA's Standard Of Perfection and the ABA's Bantam Standard. (Mission Statement)
- (b) Club motto: "Breed improvement through exhibition"
- (c) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at poultry shows;
- (d) To conduct shows under the Rules and Regulations of the American Poultry Association & the American Bantam Association;
- (e) To follow the guidelines set forth in the constitution, code of ethics and by-laws of this club, the American Poultry Association, and the American Bantam Association.

#### SECTION 3. Club Operations.

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. By-Laws.

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

### ARTICLE II: Membership

#### SECTION 1. Membership classes and Eligibility.

There shall be two (2) types of membership, open to all persons who subscribe to the purposes of this club.

(a) Voting Membership: Regular membership is open to persons aged 18 years or older who display a sincere, knowledgeable, and continuing interest in bettering the breed. The requirements to qualify for a voting membership is that the member must have earned at a minimum an award of Best Of Breed or higher at an APA or ABA sanctioned poultry show within the current or previous year. These members shall enjoy all club privileges including the right to vote, hold office, and are counted in a quorum, as long as the requirements for membership are met.

#### (b) Associate Membership

Associate members may participate in Club activities and receive Club publications; but may not vote or hold office. Dues will be \$5 per year less than a Voting Membership.

c) Advancement To Voting Membership

To qualify for advancement to voting membership, an individual must have met the Voting membership minimum requirements and been an Associate member in good standing for a minimum of one year.

SECTION 2. Dues.

Membership dues shall be \$25 per year for a voting membership, and \$20 per year for an associate membership, payable on a calendar year basis. No member may vote whose dues are not paid for the current year. The Treasurer shall send to each member a statement of his dues for the ensuing year. Dues may be reset from time to time by the board.

SECTION 3. 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 the calendar year after expiration.

(b) By lapsing. A membership is lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the calendar 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 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 VII of these by-laws.

(d) By the member's death. Any member who passes away during their membership year shall still be eligible for all awards for that year.

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ARTICLE III: Meetings

SECTION 1. The Annual General Meeting of the Club shall be held between October 1st and December 31st in conjunction with the Annual National Championship Show. Written notice of the annual meeting will be posted at the club's website by the webmaster at least 30 days prior to the date of the meeting. The quorum for the Annual General Meeting shall be 20% of the members in good standing. SECTION 3. Board Meetings.

The first meeting of the newly elected Board shall be held between October 1st and December 31st of each year in conjunction with the Annual National Championship Show, immediately following the meeting of the incumbent Board. Other meetings of the Board of Directors shall be held at such times and places as are designated by a majority vote of the entire Board. Meeting participation shall be by electronic, telephone, Internet or other means as agreed in advance by all Board members and as permitted by law. Such means must permit each Board Member equal access, provide for procedures for establishing quorum and recording votes, and establish how security issues will be handled. Written notice of each such meeting shall be mailed or emailed by the Secretary to each member of the Board at least 14 days prior to the date of the meeting.

Article IV: Officers

SECTION 1. Credentials for Officers and Board Members. All board members and officers must meet the following criteria;

- 1) Must be a member in good standing with the ABEC, and APA or ABA.
- 2) Must currently owned, breed, and exhibit Araucana at APA or ABA Sanctioned shows.
- 4) Must be a resident of the United States and be eighteen years of age or older.

#### SECTION 2. Automatic Removal of Officers.

An officer shall automatically be removed from the board;

- 1) Upon the effective date of an officer's resignation, 2) If an officer loses privileges with the APA or ABA.

#### "SECTION 3. Board of Directors.

The Board will be comprised of President, Vice-President, Secretary, and Treasurer; plus Retiring President beginning in 2017. All 'Voting' Members in good standing will vote for all the Officers of the Club. Board members shall serve two (2) years per term.

#### SECTION 4. Officers.

President – one (1) vote

- (a) Shall preside at all meetings of the Club and Board.
- (b) Supervise the other Officers in the execution of their duties.
- (c) Be an ex-officio of all committees except the Nominating Committee.
- (d) Shall have duties and powers normally appurtenant to the Office of President in addition to those particularly specified in these By-laws.
- (e) In the event of any ties in votes by the Board of Directors the President shall be the tie breaker.

Vice-President – one (1) vote

- (a) Shall have all the duties and exercise the power of the President in case of the President's death, absence or incapacity.

Secretary – one (1) vote

- (a) Conduct the correspondence of the Club.
- (b) Issue notices of meetings of the Club.
- (c) Keep minutes of meetings of the Club and publish said reports in the newsletter for the membership.
- (d) Have custody of all records and documents of the Club.
- (e) Maintain the register of members, provide new members all materials required for membership, and members of their election to Office.
- (f) Attend meetings and prepare the minutes of the meetings.
- (g) Record all votes of all proceedings.
- (h) Perform other duties as prescribed by the Board. If the Secretary is absent, the Vice President shall act as Secretary.

Treasurer – one (1) vote

- (a) Keep the financial records and accounting, maintaining a 'PayPal' account for all club receipts and expenses.
- (b) Have custody of the funds and securities of the Club and deposit all monies, securities and other valuables to the credit of the Club in a bank approved by the Board of Directors.
- (c) Disburse the funds of the Club as may be directed and taking proper vouchers for such disbursements. Acceptable disbursements of club funds may include monetary assistance to club officers to help defray the expense of their attending the Annual National Show and Annual membership meetings.
- (d) Render financial statements to the Board and membership of the ABEC, in the Club's quarterly emailed newsletter, and when requested by the Board.
- (e) Treasurer may, or may not, be bonded, and in such an amount as the Board of Directors shall determine.

Retiring President - one (1) vote

Shall assume the position of Adviser to the Board. The retiring President will remain in position on the Board for a period of one year following the end of their term in Office.

#### SECTION 5. Vacancies.

Any vacancies occurring on the Board or among the officers during the year shall be filled for the unexpired term of the office (until the next annual election) by a majority vote of all the then members of the Board; except that 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 V: The Club Year, Voting, Nominations, Elections

#### SECTION 1. The 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 on January 1st and end on December 31st. There will be a transitional period with the newly elected Board and the Incumbent Board. The first meeting of the Transitional Board will take place immediately after the Annual General Meeting. The Incumbent Board has 30 days from the date of the election to turn over all properties and records relating to the Offices within the Club. The newly elected club officers shall take office on February 1st.

#### SECTION 2. Voting.

Each member in good standing, whose dues are paid for the current year, shall be entitled to one (1) vote at the Annual General Meeting or any special meeting of the Club at which they are present. Proxy voting will not be permitted at any Club meeting or election. The annual election of Officers and amendments to the constitution and by-laws shall be decided by written ballot cast by mail. The Board of Directors may decide to submit other specific questions for decision by the members by written ballot cast by mail.

#### SECTION 3. Bi-Annual Election.

The election of Officers shall be conducted by secret ballot. Election of officers will be done in odd years, beginning in 2017. Ballots to be valid must be received by the Secretary by December 1st. Ballots shall be received and counted by a certified public accountant of the board's choosing. 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 in this constitution.

#### SECTION 4. Nomination and Ballots.

The nominating committee shall consist of all current club officers. No person may be a candidate in a Club election who has not been nominated in accordance with these by-laws. All voting members in good standing may submit a resume and asked to be placed on the ballot for the positions of President, Vice-President, or Secretary/Treasurer.

The nominating committee may conduct its business by mail, Email, or FAX following the same rules and regulations that are required by the Board of Directors to conduct business.

(a) The Nominating Committee shall then submit its slate of candidates to the Secretary who shall mail all voting members a ballot, including the full name of each candidate and the name of each state in which he/she resides, to each member of the Club on or before the 15th of November in an

election year.

(d) The Secretary shall on or before January 15th, mail to each voting member in good standing a ballot listing all 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 marked "ballot" and bearing the name of the member to who 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. The inspectors of election shall check the list against the list of voting members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelope, and shall certify the eligibility of the voters as well as the results of the voting which shall be announced at the Annual General Meeting.

(e) Nominations cannot be made at the Annual General Meeting or in any manner other than as provided above.

## ARTICLE VI: Committees

### SECTION 1. Formation of Committees.

The Board may each year appoint standing committees to advance the work of the Club in such matters as poultry shows, trophies, 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. Termination of Committees.

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 services have been terminated.

## ARTICLE VII: Discipline

### SECTION 1. Club Suspension.

Any member who is suspended from either the American Poultry Association or the American Bantam Association will be suspended from this club for like time.

### SECTION 2. Expulsion.

Expulsion of a member from the club may be accomplished only at the Annual General Meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in this constitution. 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 on their own behalf. The meeting shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

## ARTICLE VIII: Amendments

SECTION 1. Proposed Amendments. Amendments to the constitution and by-laws may be proposed

by the Board of Directors or by written petition addressed to the Secretary signed by twenty (20%) of the voting membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the voting members with recommendations of the Board by the Secretary for a vote within three months of the date when the Secretary received the petition.

#### SECTION 2. Amendment Procedure.

The constitution and bylaws may be amended by the Board of Directors by unanimous vote. Or, by the membership provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing.

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Compiled by Ann Charles, ABEC President on 7/23/2014

Amended 1/15/2015 by Ann Charles, President, by unanimous vote of the current officers (A. Charles, C. Mansell, A. Cambre)