

CIRNECO dell'ETNA CLUB of AMERICA

By-Laws

ARTICLE I

NAME AND LOCATION

The name of this club shall be the CIRNECO dell'ETNA CLUB of AMERICA (the "Club") encompassing all of the United States of America.

ARTICLE II

PURPOSE

SECTION 1. Objectives. The objectives of the Club are:

- (a) to encourage and promote quality in the breeding of the Cirneco dell'Etna (the "Breed") and to do all possible to bring their natural qualities to perfection;
- (b) to protect the integrity of the Breed by maintaining the Breed standard in compliance with that set forth by the Italian Kennel Club ("ENCI").
- (c) to urge members and breeders to accept the standard of the Breed as approved by the American Kennel Club ("AKC") as the only standard of excellence by which the Breed shall be judged;
- (d) to do all in its power to protect and advance the interests of the Breed by encouraging sportsman-like competition at dog shows, obedience trials, agility trials, tracking tests, field trials, hunting tests, and other events in conformance with the rules and regulations of AKC and other applicable organizations;
- (e) to conduct sanctioned matches, dog shows, obedience trials, agility trials, tracking tests, field trials, hunting tests, and any other event for which the club is eligible under the Rules and Regulations of the AKC;
- (f) to encourage the organization of local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the AKC;
- (g) to educate the public and the membership in the history, conformation and care of the Breed as well as the requirements of the Breed standard;
- (h) to maintain vigilance in order to locate and rescue all Cirnechi, within the Club's ability, that (i) may be found in shelters, (ii) may be with owners that notify the Club that they can no longer care for their Cirneco (Cirnechi), or (iii) otherwise may be in need of care. Because the Cirneco is a primitive hunter and its humane care is of primary concern to the Club, owners, prospective owners and caregivers (e.g., local rescue organizations) must be educated as to specific breed requirements for care and training.
- (i) to educate judges and breeders and encourage the development and training of new judges.

SECTION 2. Non-Profit. The Club shall not be conducted nor 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 3. Revisions. 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.

ARTICLE III MEMBERSHIP

SECTION 1. Eligibility. There shall be four (4) types of membership open to all persons who are in good standing with the Club, AKC, ENCI, and/or Federacion Cynologique Internationale (“FCI”), and who, by virtue of their involvement with and commitment to the Breed, have shown their dedication to the goal and objectives of the Club.

- (a) **Individual:** Enjoys all privileges of membership, including voting, holding office, and sponsorship of new members. An Individual member must be 18 years of age or older, and is entitled to one vote. An Individual member may sponsor no more than 3 Individual membership applications per calendar year.
- (b) **Junior:** Membership is limited to persons 9 to 18 years of age. A Junior membership enjoys all privileges of membership, except voting, holding office, and sponsorship of new members. Junior members pay reduced or no dues as established by the Board of Directors (the “Board”).
- (c) **Newsletter.** This is an introductory and limited benefit membership which is exempt from the sponsorship requirements of Article III Section 3. Newsletter membership is available to any individual interested in the Breed. This membership enjoys all privileges of membership except voting, holding office, and sponsorship of new members.
- (d) **Honorary Membership.** Enjoys all privileges of membership, except voting, holding office, and sponsorship of new members. No dues are paid for honorary membership. Honorary membership is bestowed on those individuals who perform outstanding service for the Breed or who have attained a very high stature and regard in the international community.

SECTION 2. Dues. Membership dues shall be fixed from time to time by vote of the Board but may not exceed \$500 per year. Dues are payable on or before the first day of January of each year. Each person joining after July 1st shall pay one-half of the annual dues for the year. No Individual member may vote whose dues are not paid for the current year. In the month of November, the Club will send each member of record notification of their dues obligations for the ensuing year. Failure to receive such notice shall not excuse non-payment of dues.

SECTION 3. Election of Membership. Each applicant for membership shall apply on a form, as approved by the Board, which shall provide that the applicant agrees to abide by the Articles of Incorporation, these By-Laws, and the Code of Ethics of the Club, and the rules of the AKC. In addition, the application shall state the name, address, telephone number, and email address of the applicant(s) and, in the case of Individual memberships, it shall carry the endorsement of and be accompanied by sponsoring documents on a form approved by the Board, from two members who have personal knowledge of the qualifications of the applicant for membership. The two sponsors may not share a household and must have been an Individual member in good standing for the 3 consecutive years immediately preceding the sponsorship. Accompanying the application and

signed Code of Ethics the applicant shall submit dues payment for the current year. All completed required documents and membership dues shall be received by mail or electronic mail and filed with the Recording Secretary who will hold the dues payment pending election by the Board. Within fifteen (15) days of receipt of the completed documents from an applicant, in the case of an application for Individual membership, the Recording Secretary shall e-mail the names of the applicant(s) and their sponsors to all Individual members in good standing and provide copies of the completed applications to the Board for its consideration and vote. Any Individual member objecting to the membership of the applicant(s) shall notify the Recording Secretary within fourteen (14) days of the Recording Secretary's notifying e-mail. The Board shall fully investigate any recommendation to reject an applicant prior to voting on the application. Applications for Individual membership will be voted on within thirty (30) days of receipt or, if objection is made, within thirty (30) days of the completion of the investigation. Applicants may be elected to membership by secret ballot of the Board acting in person, by mail, or by email. Affirmative votes of at least two-thirds ($2/3^{\text{rds}}$) of the Board shall be required for election. The Recording Secretary shall inform the applicant of the Board's decision within fourteen (14) days of the vote. An applicant for membership who is rejected by the Club may not re-apply within six (6) months of such rejection. Applications for Newsletter membership, if in good order, shall be accepted upon receipt. Applications for Junior membership shall be considered by the Board at its meeting following receipt.

SECTION 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 Corresponding 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) **Lapsing:** A membership will be considered as lapsed and automatically terminate if such member's dues remain unpaid in full on April 1st of the calendar year. However, the Board may grant up to 30 days of grace to a delinquent member in a meritorious case. In no case is a member entitled to vote on any Club business if their dues are in arrears.
- (c) **Expulsion:** A membership may be terminated by expulsion as provided in these By-Laws under Article IX.

SECTION 5. Reinstatement of Membership. Any Individual Membership which has terminated under Article III, Section 4 (b) may be reinstated to the previous full membership within two (2) years of the termination. The reinstatement requires submission of an updated application with a contemporaneously executed Code of Ethics and payment of current dues. Membership application after the two (2) year period shall be pursuant to Article III, Section 3.

ARTICLE IV MEETINGS OF MEMBERS AND VOTING

SECTION 1. Annual Meeting. The annual meeting of the Club shall be called by the Board to be held the first Sunday of November by electronic conferencing or at such location as may be determined by the Board. A quorum for the annual meeting shall be ten percent (10%) of the

voting members in good standing. If for any reason the Board determines that the Annual Meeting cannot, or should not, reasonably be held as herein required, the Board may determine to hold a special meeting in lieu of the annual meeting provided that such special meeting shall be held on a date prior to the end of the calendar year.

SECTION 2. Special Meetings. Special meetings (a) may be called by the President; (b) may be called by a majority vote of the members of the Board who are present at a Board meeting or who vote by mail (including electronic mail); or (c) shall be called by the Corresponding Secretary upon receipt of a petition signed by ten percent (10%) of the Club's voting members in good standing. Such meeting shall be held at a place, date, and time designated by the Board. Notice of such a meeting shall be sent to the membership by the Corresponding Secretary at least five (5) days and not more than thirty (30) days prior to the date of the meeting using approved forms of communication. 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 ten percent (10%) of the voting members in good standing.

SECTION 3. Voting. Each Individual member in good standing shall be entitled to vote at any meeting of the Club at which such member is present. The Board may otherwise direct that the vote be conducted by written ballot cast by mail or email in accordance with the Texas Business Organizations Code (the "TBOC") and AKC's procedure on Electronic Balloting for AKC Parent Clubs. Voting by proxy shall not be permitted.

SECTION 4. Participation in Meetings. Annual and Special Meetings of the Members and meetings of any committee of the Members may be held by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination thereof, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at a meeting, the Board or committee, as the case may be, shall implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified and keep a record of any vote or action taken.

ARTICLE V BOARD MEETINGS

SECTION 1. Board Meetings. The first meeting of the Board shall be held within thirty (30) days of the annual election of members of the Board. The first and all subsequent meetings of the Board shall be held at such times and places, teleconferences, or videoconferences, as may be designated by the President or by a majority vote of the entire Board. Notice of such meeting shall be provided by the Recording Secretary at least five (5) days prior to the date of the meeting using approved forms of communication except that the notice requirement is waived for recurrent monthly meetings and the five (5) day requirement is waived where the purpose of the meeting is time sensitive. The quorum for all such meetings shall be a majority of the Board.

SECTION 2. Board Action. The action of a majority of the Board present at a meeting at which a quorum is present shall be the action of the Board, unless the concurrence of a greater proportion

is required for such action by these By-Laws or the TBOC. The Board may hold regular and special meetings by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination thereof, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at a meeting, the Board shall implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified and keep a record of any vote or action taken.

ARTICLE VI DIRECTORS AND OFFICERS

SECTION 1. Board of Directors. The Board shall be comprised of a President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer and four Directors all of whom shall be Club voting members in good standing for the 3 consecutive years immediately preceding election or appointment. Individuals who are members of the same household may not serve concurrently on the Board. The members of the Board shall be elected for two-year terms as provided in Article VII, Section 3 at the Club's annual meeting and shall serve until their successors are elected. General management of the Club's affairs is entrusted to the Board of Directors.

SECTION 2. Officers. The Club's Officers, consisting of the President, Vice President, Corresponding Secretary, Recording Secretary, and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings according to the following definitions and in addition to the OGPP.

- (a) The President shall preside at all meetings of the Club and of the Board, and shall have duties and powers normally appurtenant to the office of President in addition to such other duties as are prescribed in these By-Laws or as may be designated by the Board.
- (b) The Vice President shall have duties and exercise powers of the President in case of the President's death, absence, or incapacity and carry out such other duties as are prescribed in these By-Laws or as may be designated by the Board.
- (c) The Recording Secretary shall (i) keep a record of all meeting(s) of the Club and of the Board, of all votes taken by mail (including electronic mail or e-mail), and of all such other matters of which a record shall be ordered by the Club or as may be directed by the Board, (ii) maintain the roll of the members of the Club with all pertinent contact information which shall be provided to any member in good standing, upon written request, not more than once every club year, (iii) keep a copy of all pedigree certificates and maintain the accuracy of the Club Registry, (iv) process applications for membership, (v) notify new members of their election to membership, and (vi) carry out such other duties as are prescribed in these By-Laws or as may be designated by the Board.
- (d) The Corresponding Secretary shall (i) have charge of the correspondence of the Club, (ii) notify members of relevant meetings, (iii) notify officers and directors of their election to office, (iv) provide guidance and direction related to communications and published materials developed by sub-committees and (v) carry out such other duties as are prescribed in these By-Laws or as may be designated by the Board.

- (e) The Treasurer shall (i) record all monies due or received belonging to the Club, (ii) deposit the same in the bank approved by the Board in the name of the Club, (iii) maintain books and records of funds received and disbursed, which shall at all times be open to inspection by the Board, (iv) provide a report to the Board at every meeting summarizing the Club's finances, (v) provide, at the annual meeting, an accounting of all monies received and expended during the previous fiscal year, (vi) be bonded, if required, in such amount as the Board shall determine, and (vii) carry out such other duties as are prescribed in these By-Laws or as may be designated by the Board.
- (f) The offices of Recording Secretary and Corresponding Secretary may be held by the same person, in which case the Board shall be comprised of eight persons.

(SECTION 3. AKC Delegate. The Delegate shall be appointed by the Board for a term of two years. The Delegate shall not serve on the Board or as an Officer unless the Board appoints as Delegate an officer or member of the Board. The Delegate shall represent the Breed and the Club, serving as the Club's primary contact with the AKC. The Delegate is expected to attend Delegate Meetings of the AKC and report to the Board following each meeting. The Board may, at its discretion, reimburse any of the reasonable expenses of the Delegate in attending such Meetings. The Delegate shall advise the Board of any items to be voted on, especially those matters that would directly affect the Breed and Club, and provide monthly reports for the Board meetings.)

SECTION 4. Removal. For violation or dereliction of duty as defined in these By-Laws and the OGPP or, in the absence of such definition, under the TBOC, officers and directors may be removed from office by a two-thirds (2/3) majority vote of the entire Board. Consideration of removal must be brought forward by petition of at least five members of the Board. Notice of consideration of removal, accompanied by the grounds for removal, must be provided to all Board Members no less than thirty (30) days prior to the meeting at which the removal vote shall occur.

SECTION 5. Vacancies. Any vacancies occurring on the Board, among the officers of the Club (or the position of AKC Delegate), shall be filled until the next annual election by a majority vote of the full Board at the next Board meeting immediately following the creation of such vacancy, or at a Special Board Meeting called for that purpose; 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 VII THE CLUB YEAR, VOTING, NOMINATIONS AND ELECTIONS

SECTION 1. Club Year. The Club's fiscal year shall begin on the 1st day of July and end on the 30th day of June. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting, and shall continue through the election at the next meeting. The elected Officers and Directors shall take office immediately upon the conclusion of the annual election and each retiring Officer shall turn over to his/her successor in office all properties and records relating to that office within thirty (30) days after the election.

SECTION 2. Voting. Voting shall be in conformance with Article IV, Section 3 of these By-Laws.

SECTION 3. Annual Election. Each Officer and Director shall be elected for a term of two years. The President, Recording Secretary, and Director positions #1 and #3 shall be elected in odd numbered years. The Vice President, Corresponding Secretary, Treasurer, and Director positions #2 and #4 shall be elected in even numbered years. The nominee receiving the greatest number of secret votes for each office shall be declared elected.

SECTION 4. Nominations and Ballots. No person may be nominated for election as an Officer or Director of the Club who has not been nominated in accordance with these By-Laws. Nominations will be open to all voting members in good standing.

- (a) On or before July 15, the Board shall select a Nominating Committee, which shall consist of at least two members from different areas of the U.S.A., and one alternate, all members in good standing, no more than one of whom may be a member of the current Board. The Corresponding Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a chairman for the committee, and it shall be such person's duty to call a committee meeting, which shall be held on or before July 22.
- (b) The Nominating Committee shall nominate from among the eligible Individual members of the Club, one candidate for each office and for each position on the Board 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 Corresponding Secretary, who shall distribute the list, including the full name of each candidate and the name of the state in which he or she resides, to each member of the Club on or before August 15th, so that additional nominations may be made by the members if they so desire.
- (c) Additional nominations of eligible Individual members may be made by written petition addressed to the Corresponding Secretary and received on or before September 15th, signed by five members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. Except for the position of Corresponding Secretary and Recording Secretary, no person shall be a candidate for more than one position.
- (d) If no valid additional nominations are received on or before September 15th, the Nominating Committee's slate shall be declared elected and no balloting will be required.
- (e) If one or more valid additional nominations are received on or before September 15th, balloting will be initiated by the Corresponding Secretary and an independent professional firm designated by the Board, on or before October 1st. Balloting will be conducted by electronic or USPS mail in conformance with Article IV, Section 4 of these By-Laws. The independent professional firm shall certify the eligibility of the voters as well as the results of the voting, which shall be announced at the annual meeting.
- (f) Nominations cannot be made at the annual meeting or in any manner other than provided in this Section.

ARTICLE VIII COMMITTEES

SECTION 1. Standing and Special Committees. The Board may appoint standing committees to advance work of the Club in such matters as rescue, dog shows, obedience trials, lure coursing, trophies, annual prizes, membership, and other needs 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. The Board may create or dissolve standing and special committees at any time.

SECTION 2. Termination of Committee Appointment. Any committee appointment may be terminated by a majority vote of the full membership of the Board. Upon notification, using approved forms of communication, of said termination to the appointee, the Board may appoint successors to those vacated positions.

ARTICLE IX DISCIPLINE

SECTION 1. Suspensions. Any member who is suspended from any privileges of AKC, ENCI or FCI shall automatically be suspended from 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 or alleged violations of the Code of Ethics. Written charges with specifications and submitted in duplicate, must be sent by carrier and method which will provide receipt verification to sender, to the Corresponding Secretary, together with a deposit of \$50.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding 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 proved, might constitute conduct prejudicial to the best interest of the Club or of the Breed. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interest 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 for a hearing by the Board to be held not less than three (3) weeks nor more than six (6) weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by registered mail, together with a notice of the hearing, and any assurance that the defendant may personally appear in their own defense and bring witnesses if they wish.

SECTION 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, suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. 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 their fellow-members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding shall be put in

written form and filed with the Recording Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. Expulsion and Suspension. 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 Article IX, Section 3. Such proceeding may occur at a regular or a special meeting of the Club to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. 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 Board's findings and recommendations, and shall invite the defendant, if present, to speak in their own behalf if they wish. The membership 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 X AMENDMENTS

SECTION 1. Proposal of Amendments. Amendment to the Articles of Incorporation, By-Laws, Code of Ethics, and to the Standard for the Breed may be proposed by the Board or by written petition addressed to the Corresponding Secretary (a) from the majority of the Board or (b) from at least twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and, with a recommendation of the Board, must be submitted to the members by the Corresponding Secretary for a vote within three (3) months of the date when the petition was received by the Corresponding Secretary.

SECTION 2. Approval of Amendments. The Articles of Incorporation, By-Laws, Code of Ethics, or the Standard for the Breed may be amended by a two-thirds secret vote of the membership pursuant to Article IV, Section 3. If the vote is cast at any regular or special meeting of the members called for the purpose, the proposed amendments must have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting. No amendment to the By-Laws or to the Standard of the Breed that is adopted by the club shall become effective until it has been approved by the Board of Directors of the AKC.

ARTICLE XI DISSOLUTION

SECTION 1. The Club may be dissolved at any time by the written consent of not less than two-thirds 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 hereof nor any assets of the Club shall be distributed to any members of the Club; but after payment of the debt of the Club, its property and assets shall be given to a charitable organization selected by the Board for the benefit of dogs.

**ARTICLE XII
ORDER OF BUSINESS**

SECTION 1. Meetings of the Club. 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:

1. Roll Call
2. Minutes of previous meeting
3. Report of the President
4. Report of the Corresponding Secretary
5. Report of the Recording Secretary
6. Report of the Treasurer
7. Election of Officers and Board (at annual meeting)
8. Report on the election of new members
9. Report of any committees
10. Unfinished business
11. New business
12. Adjournment

SECTION 2. Board Meetings. At the meetings of the Board the order of business, unless otherwise directed by majority vote of those, present, shall be as follows:

1. Roll Call
2. Reading of the minutes of the previous meeting
3. Report of the Corresponding Secretary
4. Report of the Recording Secretary
5. Report of the Treasurer
6. Report of the committees
7. Unfinished business
8. New business
9. Adjournment

**ARTICLE XIII
MEETING PROCEDURE**

SECTION 1. Meeting Procedure. 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 By-Laws and any special rules of order the Club may adopt.