

HOVAWART CLUB OF NORTH AMERICA

Constitution and Bylaws

Constitution

Preamble

This document creates a breed club for the Hovawart in the United States of America and Canada. The purpose of the club is to preserve and protect the Hovawart breed: to breed only healthy, sound Hovawarts according to the FCI standard, to support club members in all aspects of Hovawart ownership, to educate the public about the breed, and to strive for international partnership with all Hovawart clubs.

ARTICLE I: ORGANIZATION

SECTION 1: The name of the club is "Hovawart Club of North America".

SECTION 2: The official abbreviation of the club is "HCNA".

SECTION 3: HCNA operates in the United States of America and Canada as a non-profit organization. Hovawart friends outside these countries can also be admitted as members.

SECTION 4: HCNA will not operate to make a profit. None of the net earnings of HCNA will be used to benefit or be distributed to its members, officers, board, or any private persons. However, with prior approval of the Board of Directors, HCNA may reimburse members who have been authorized to incur expenses on behalf of the club.

SECTION 5: The HCNA fiscal year is the calendar year.

ARTICLE 2: OBJECTIVES

SECTION 1: Breeding - HCNA will support and preserve the natural characteristics, temperament, health and conformation of the Hovawart through fostering quality breeding practices including but not limited to the following:

- a) Maintain breeding regulations to govern selection and approval of breeding stock.
- b) Breed only in accordance with the FCI Hovawart Breed Standard.
- c) Conduct conformation shows and temperament tests required for breeding approval.
- d) Establish rules for showing and temperament testing and guidelines for judges and temperament evaluators.
- e) Create guidelines for training suitable club members as breed wardens, judges, temperament evaluators, and other roles required by HCNA.

SECTION 2: Record Keeping – HCNA will provide responsible record keeping for the breed.

- a) Maintain a database of North American Hovawarts.
- b) Establish and maintain the North American Hovawart Registry.
- c) Maintain and publish the HCNA Breed Book.
- d) Maintain a list of approved HCNA breeders and kennel names.

SECTION 3: Member Support – HCNA will guide and assist members in all aspects of Hovawart ownership through activities such as the following:

- a) Publish the HCNA newsletter and information about upcoming events
- b) Provide members with knowledgeable advice on the buying, selling, breeding, care and training of their Hovawarts.
- c) Provide members with information and articles relating to dog legislation, health issues and general care and training.

SECTION 4: Training – HCNA will promote the training of Hovawarts.

- a) Encourage and support both formal and informal training of member's Hovawarts.
- b) Provide assistance to members with finding suitable puppy socialization and dog training providers.
- c) Encourage members to compete with their Hovawarts at local, national, and international sporting events.

SECTION 5: Husbandry – HCNA will protect the Hovawart breed and individual Hovawarts residing in North America by encouraging activities such as the following:

- a) Observe and respect animal welfare regarding the breeding, keeping and care of animals.
- b) Support responsible research about breeding, genetics and other relevant scientific topics such as care, feeding and prevention of disease.
- c) Ensure that Hovawarts in North America are kept according to their breed characteristics.
- d) Provide education and support to Hovawart owners regarding the proper care and keeping of the breed.
- e) Provide and support efforts to rescue Hovawarts that have been abandoned, are unwanted or are in situations that endanger their health or welfare.

SECTION 6: Promotion – HCNA will interface with the public on behalf of the Hovawart.

- a) Educate the public about all aspects of the breed.
- b) Encourage members to take their Hovawarts to various all-breed dog activities and events.
- c) Monitor and analyze proposed legislation regarding dogs and support bills that have a positive impact on the breed, while opposing bills that have a negative impact on the breed.
- d) Advocate for the Hovawart by providing information to the media and to other canine organizations.

BY-LAWS

ARTICLE I MEMBERSHIP

SECTION 1: ELIGIBILITY

There shall be three classes of membership: Regular, Family, and Honorary. Membership shall be open to all persons who agree with the objectives of the Club as stated in the Constitution and are willing to abide by its rules as listed in the By-Laws.

- a) Regular Members shall consist of persons 18 years of age or older. They shall be entitled to all benefits of membership in the Club, as outlined in the Constitution and By-Laws, and be able to hold office if elected.
- b) Family Members shall consist of all persons residing in a single household. They shall be entitled to the same privileges as Regular Members with the exception that they shall be entitled to only one vote per household and be able to hold only one office.
- c) Honorary Membership may be awarded by the Board of Directors to any individual who has rendered meritorious service to the Club or the Hovawart breed. Honorary members shall be exempt from all fees and shall enjoy all the privileges of a Regular Member.

SECTION 2: ELECTION TO MEMBERSHIP

- a) Each applicant for membership shall make a written application, addressed to the Board of Directors, in which it is stated that he/she fulfills the eligibility criteria and agrees to abide by the current Constitution and By-Laws.
- b) With the application, the prospective member shall submit dues payment for the current year.
- c) Applicants may be elected to membership at any meeting of the Board or by the written vote of the Board by mail, e-mail or facsimile. An affirmative vote of a majority of the members of the Board shall be required for election. An application which has failed to receive a majority of the votes, may be presented a second time. If the second application is rejected, the person cannot make an application before one full year after the second decision of the Board.

- d) The Board will make the final decision on all applicants whether or not there has been an objection. Any applicant who is not approved for membership will be notified in writing.
- e) EXCLUSION: All puppy mill owners, professional dog brokers, their spouses or employees are excluded from HCNA membership. Breeders, who breed as a hobby but follow the guidelines and breeding regulations of HCNA are not considered dog brokers.

SECTION 3: DUES

- a) The amount of dues will be decided yearly by the board of directors.
- b) Membership dues are due on the first of January each year
- c) No member may vote whose dues are unpaid for the current fiscal year.
- d) Honorary members are exempt from dues.

SECTION 4: TERMINATION OF MEMBERSHIP

Memberships may be terminated in three different ways:

- a) By resignation.
Any member in good standing may resign from the Club upon written notice to the Board of Directors.
- b) By lapsing.
- c) By expulsion.
A membership may be terminated by expulsion as provided in Article VII of these By-Laws.
- d) By death of the member.
- e) Upon termination of membership, all rights and privileges cease.
- f) Partial year refunds of dues will not be made on termination, except in unusual circumstances. The Board of Directors will determine whether the circumstances of the termination warrant any refund.

ARTICLE II MEETINGS

SECTION 1: ANNUAL MEETING

At least one general meeting of the Club will be held each year, at a place, date and hour designated by the Board. Written notice of the General Meetings will be delivered to each member at least 30 days prior to the date of the meeting. A quorum shall constitute 10% of the members in good standing in attendance.

SECTION 2: SPECIAL CLUB MEETINGS

Special Club meetings may be called by the President or by a majority of Board members who are either present at a meeting of the Board or who have voted by mail or e-mail. Written notice of such meetings shall be delivered to each member at least 14 days prior to the meeting. The notice shall state the purpose of the meeting and all items of business to be transacted.

SECTION 3: BOARD MEETINGS

Board meetings shall be held at such times and places as are designated by a majority vote of the entire Board. There shall be at least six board meetings held per year.

Written notice of each such meeting shall be delivered to each member of the Board at least 3 days prior to the meeting date, unless such notification is waived by a majority of the board members.

Notification of a cancellation of a Board meeting shall be delivered not less than 24 hours prior to said meeting.

A quorum for a Board meeting shall be a majority (50%) of the Board being in attendance, but including either President or Vice President.

Meetings may be held in person, by telephone conference call or over the internet via chat rooms or e-mail.

A record of such business shall be kept by the Recording Secretary.

At board and membership meetings minutes will be taken and approved as part of the normal procedures of the next meeting of the same type.

Approved minutes of all meetings shall be made available to any member upon request, subject to board approval.

ARTICLE III DIRECTORS AND OFFICERS

SECTION 1: BOARD OF DIRECTORS

- a) The Board of Directors shall be comprised of up to 11 members, including seven (7) Club officers and up to four (4) General Directors. The officers included are:

President,
Vice President,
Recording Secretary,
Corresponding Secretary,
Treasurer,
Breeding Director,
And the Rescue Coordinator.

- b) The president shall be the chairperson of the board.
- c) The general management of the Club's affairs shall be entrusted to the Board of Directors.
- d) Members of the Board will not receive payment. Expenses incurred for club purposes can be considered for reimbursement.
- e) Each elected member of the Board shall have the right to one (1) vote in matters before the Board except in the case where two Board members reside in the same household. In such case, only one vote per household shall be valid.

SECTION 2: RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The board of directors is responsible for all club business, including but not limited to the following:

- a) Approval of the minutes from the prior board meeting;
- b) Final decisions about accepting or deleting members;
- c) Award prizes, decorations and honorary membership;
- d) Determine yearly dues;
- e) Management and administration of all club records;
- f) Approval of the Breeding Regulations;
- g) Disciplinary decisions;
- h) Resolution of disputes about the interpretation of these bylaws or regarding the breeding regulations.

SECTION 3: OFFICERS

The Club's officers shall consist of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Breeding Director. They shall serve in their respective capacities both with regard to the Club and the Board and their respective meetings. . Additional duties and responsibilities may be assigned to this position by the Board of Directors as described in the document titled "Officer Position Descriptions and Duties" which shall be created and maintained by the Board.

- 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 the Presidency in addition to those particularly specified in these By-Laws. He/She will assume or delegate responsibility for all tasks of the board which are not expressly assigned to another officer.

The President is granted executive privilege and authority to act in emergency matters of either a policy or financial nature that are not specified in these by-laws. Such actions must be presented to the board of directors promptly, who shall affirm, modify or repeal said acts.

- 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 **Recording Secretary** shall keep a record of all meetings of the Club and of the Board, and of all votes taken by mail ,e-mail or fax, and of all other matters of which a record shall be ordered by the Club.

The Recording Secretary shall notify members of meetings, notify Officers and Directors of their election to office and carry out other recording duties as described in these By-Laws.

- d) The **Corresponding Secretary** shall be in charge of general correspondence of the club and shall interface with the public regarding questions, inquiries and suggestions.

- e) The **Treasurer** is responsible for managing HCNA funds,

The **Treasurer** shall receive all money due or belonging to the Club. He/She shall deposit the same in a Bank approved by the Board, in the name of the Club.

His/Her financial records shall at all times be open to inspection by the Board and at every board meeting he/she shall give a detailed report to the Board, such as a written list of all expenses and income.

Further, the treasurer shall report the condition of the Club's finances. At the general meeting he/she shall render a complete account of all money received and expended the previous fiscal year and give a report on anticipated budget expenditures, if required, for the coming fiscal year.

- f) The **Breeding Director** shall chair the Breeding Committee specified in Article V, Section 1.

If any member of the Breeding Committee is directly involved with a proposed breeding under consideration by the committee, they shall abstain from any vote related to that breeding. Should the Breeding Director be directly involved with a proposed breeding, he/she shall abstain from any vote related to that breeding and appoint one of the Breeding Committee members to present the committee's recommendation to the Board of Directors for decision.

- g) The **Rescue Coordinator** shall be responsible for the rescue, protection and placement in new environments of Hovawarts in distress and for the coordination of rescue efforts with other rescue groups and organizations.

SECTION 4: VACANCIES

Any vacancies occurring on the Board or in the position of IHF Delegate during the year, shall be filled for the unexpired term of office by a member elected by majority vote of the remaining members of the Board. The exception is any vacancy in the office of President which shall be filled by the Vice President. The resulting vacancy of the Vice Presidency shall be filled through majority vote by the Board.

ARTICLE IV FISCAL YEAR, NOMINATIONS, ELECTIONS

SECTION 1: FISCAL YEAR

The Club's fiscal year and term of office for elected officers and directors shall begin on January 1st, and end on the 31st day of December. Each retiring officer shall turn over to his successor, all properties and records relating to that office by January 1st.

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 election of officers, delegate, and directors, and amendments to the Constitution and By-Laws, which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted.

The Board may decide to submit other specific questions for the decision of the members by written ballot cast by mail.

Decisions are made by a simple majority of the submitted votes unless stated otherwise in these bylaws.

A majority of the submitted votes is required to change the bylaws.

Dissolution of the club can only be made with four fifths of the submitted votes.

SECTION 3: ELECTIONS

For the election of members to the Board of Directors and the IHF Delegate the vote shall be conducted by mail. The nominated candidate receiving the greatest number of votes for each office shall be declared elected at the annual meeting.

- a) Board Members shall be elected for two-year terms.
- b) Each year, half of the board members shall be renewed by votation.

In even years, the following members shall be elected:

Vice President, Recording Secretary, Breeding Director,
and two General Directors.

In odd years, the following members shall be elected:

President, Corresponding Secretary, Treasurer, Rescue Coordinator and two General Directors.

SECTION 4: NOMINATIONS AND BALLOTS

No person may be a candidate in a Club election without first being nominated.

- a) By April 15th the Board shall select a Nomination Committee consisting of three regular members, not more than one of whom is a member of the Board.
The Board shall name a Chairman for the Nomination Committee, and it shall be his/her duty to call a committee meeting on or before May 1st.
- b) The Nomination Committee shall inform the Club members of the upcoming vote and explain the process of voting and shall encourage the proposing of candidates. This information shall be mailed no later than May 15th.
- c) The committee shall nominate one candidate for each office, and two candidates for the remaining Board positions, after securing the consent of each person so nominated. It shall report its nominations to the Recording Secretary in writing no later than June 15th.
- d) Additional nominations may be made by members who are not part of the Nomination Committee. Such nominations shall include a written statement from the proposed candidate signifying his or her willingness to be a candidate, and be received by the Recording Secretary no later than June 15th.
- e) Ballots containing all nominated names will be prepared by the Recording Secretary and mailed no later than August 1st to each member in good standing. Ballots must be returned to the Secretary by September 1st. The Board will appoint 2 individuals to count the ballots and to report the results to the Board at the Annual Meeting.

ARTICLE V COMMITTEES

SECTION 1:

The Board may each year appoint standing committees to advance the work of the Club.

The Past President of the Club shall be a permanent standing committee of one and act as a consultant to the Board.

The Board shall appoint a breeding committee, to be headed by the Breeding Director, consisting of not less than three individuals to assist in the continuing development and application of the Club's breeding program for the United States and Canada.

Such committees shall always report directly to the Board and be subject to its authority. 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 Board upon written notice to the appointee. The Board may subsequently appoint successors to those persons whose services have been terminated.

ARTICLE VI REGISTRATION

SECTION 1: REGISTRATION REQUIREMENTS

The Hovawart Club of North America shall maintain the official Breed Book for Hovawarts in the United States and Canada.

The Board of HCNA shall establish and maintain the requirements and process for registering Hovawarts in a separate document titled "HCNA Registration Regulations".

ARTICLE VII DISCIPLINE

SECTION 1: FINES

Any member who is guilty of a violation of the club's rules can receive one or more of the following punishments:

- a) warning
- b) reprimand
- c) ban to participate in shows, test or competitions
- d) removal from office
- e) suspension
- f) expulsion

If a member violates breeding regulations, he/she can be banned from breeding temporarily or indefinitely, may be banned from the breed book temporarily or indefinitely or/and may be banned from the club temporarily or indefinitely.

SECTION 2: GENERAL PROCEDURES

The Board has the authority to exercise disciplinary actions and to decide in all disputes by using these bylaws.

Simple majority is required for disciplinary actions but a two-thirds majority is necessary for expulsion.

Decisions by the Board must be communicated to members in writing. A reason must be included.

SECTION 3: CHARGES OF MISCONDUCT

Any member may raise charges of alleged misconduct against another member if deemed in the best interest of the Club or the Breed. Written charges with detailed specifications of the nature of the misconduct must be filed in duplicate with the Recording Secretary together with a deposit, which amount will be decided by the board. The deposit shall be forfeited if such charges are not sustained by the Board following a hearing.

The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct contrary to the best interests of the Club or Breed.

If the Board entertains jurisdiction of the charges it shall set a date for a hearing not less than three weeks or more than six weeks thereafter.

The Recording Secretary shall promptly send a 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 own defense and bring witnesses if he or she chooses.

SECTION 4: BOARD HEARING

The Board shall create a hearing sub-committee to examine the case and to submit recommendations.

The hearing sub-committee shall consist of three members in good standing. At least one is from the Board of Directors.

Hearing of both parties must take place between 30 to 60 days of the reception of the accusation by the Board.

The hearing sub-committee shall give its recommendations to the Board before 7 days after hearing.

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly.

Should the charges be sustained, after hearing all the evidence and testimony, the Board may by a majority vote of those present decide on the appropriate punishment.

Immediately after the Board has reached a decision, its findings will be put into writing and filed with the Recording Secretary, who in turn shall notify each of the parties of the results.

SECTION 5: EXPULSION

Expulsion of a member from the Club may be accomplished only at a meeting of the Board following a Board hearing as provided in Section 4 of this article.

Expulsion is effective immediately upon notification by means of a registered letter from the Board.

The meeting shall then vote by written secret ballots on the proposed expulsion. A 2/3 majority vote of those present is necessary for expulsion.

ARTICLE VIII AMENDMENTS

SECTION 1:

Amendments to the Constitution and By-Laws may be proposed by the Board or by a written petition addressed to the Recording Secretary and signed by no less than twenty percent of the membership in good standing. Amendments proposed by such petitions shall be promptly considered by the Board and must be submitted to the members, along with the recommendations of the Board, for a vote within three months of the date the petition was received by the Recording Secretary.

SECTION 2:

The Board of Directors will decide if proposed amendments to the Constitution and By-Laws will be voted on by mail ballot or if a special meeting shall be called for that purpose.

SECTION 3:

The Constitution and By-Laws may be amended by a 2/3 majority vote of the members present and voting at a regular or special meeting called for this purpose.

SECTION 4:

The Constitution and By-Laws may be amended at any time by mail ballot, provided a copy of the proposed amendment has been mailed by the Recording Secretary to each member accompanied by a ballot on which he or she may indicate their choice for or against the action to be taken. The notice must specify a date not less than 30 days after the date of the mailing by which the ballots must be returned to the Recording Secretary to be counted. A favorable vote from 2/3 of the members in good standing whose ballots are returned within the time limit shall be required to effect any such amendment.

SECTION 5:

Amendments to the By-Laws, receiving at least a 2/3 majority vote as specified in Sections 3 and 4 of this Article, shall become effective immediately after the outcome of the voting has been determined.

ARTICLE IX DISSOLUTION

SECTION 1:

The Club may be dissolved at any time through the written consent of no less than four-fifths ($4/5$) of the members in good standing.

In the event of the dissolution of the Club, other than for the purposes of reorganization, whether voluntary or involuntary, or by operation of law, none of the property of the Club, nor any proceeds or other assets of the Club shall be distributed to any members of the Club, but after payments of the debts of the Club, its property and assets shall be donated to a charitable organization for the benefit of dogs, selected by the Board of Directors.