

Articles of Incorporation

Article I: Name and Objects

SECTION 1. The name of the club shall be Sighthound Club of the MidSouth.

SECTION 2. The objects of the club shall be to further the advancement of all sighthound breeds; to do all in its power to protect and advance the interests of lure coursing tests and trials, to encourage sportsmanlike conduct at such events, to conduct lure coursing tests and trials, and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club, American Sighthound Field Association (ASFA), Large Gazehound Racing Association (LGRA), the National Oval Track Racing Association (NOTRA) and any other affiliated clubs; to disseminate knowledge, conduct classes in and promote the training of purebred dogs; and to encourage the training of judges.

SECTION 3. The club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the club shall inure to the benefit of any member or individual.

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

SECTION 5. The club will develop and maintain affiliations with the American Kennel Club (AKC), American Sighthound Field Association (ASFA), Large Gazehound Racing Association (LGRA), the National Oval Track Racing Association (NOTRA) and others as needed for the purpose of organizing and managing events and exhibitions.

Bylaws

Article I: Membership

SECTION 1. Eligibility. There shall be six types of membership open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this club.

- Regular (Individual) — Enjoys all club privileges including the right to vote and hold office.
- Household – Two adult members residing in the same household, each eligible to vote and hold office.
- Associate — Entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club's area; also offered to individuals who live in the club's area but are not active).
- Junior — Open to children under 18 years of age; a non-voting/non-office holding membership which may automatically convert to regular membership at age 18.
- Honorary — An individual who has made significant contributions to the sport, breed or the club; honorary members pay no dues and are not eligible to vote, but can maintain regular or household membership if they pay dues.
- Life — For individuals who have been members for 20 or more years; Life members pay no dues but are eligible to vote and hold office.

While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

SECTION 2. Dues. Membership dues shall not exceed \$25 per year, payable on or before the first day of March each year. No member may vote whose dues are not paid for the current year. The Treasurer shall send a statement of dues for the ensuing year to each member in January. Dues for new members may be prorated to half the full dues if the member is joining in the second half of the fiscal year, which runs from January 1 to December 31.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the club's Board of Directors. Each applicant must agree to abide by the Constitution and Bylaws, and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the club following its receipt. At the next club meeting, the application will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

SECTION 4. Termination of Membership.

Memberships may be terminated:

- 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. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal 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.
- by expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

Article II: Meetings and Voting

SECTION 1. Club Meetings. Meetings of the club shall be held at least six times per year on days and times designated by the Board of Directors. Meetings can be attended in person in the greater MidSouth, TN area. Written notice of each such meeting shall be mailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the members in good standing.

All club notices must be sent both via the US Postal Service and by e-mail.

SECTION 2. Special Club Meetings. Special club meetings may be called by the President, or by a majority vote of the members of the board who are present and voting at any regular or special meeting of the board; and shall be called by the Secretary upon receipt of a petition signed by five members of the club who are in good standing. Such special meetings can be attended in person the West Tennessee, MidSouth area. Written notice of such a meeting shall be mailed by the Secretary at least five days and

not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting. No other club business may be conducted at a Special Club Meeting. The quorum for such a meeting shall be 20 percent of the members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held each month via telephone conference call or via video conference at a day and time designated by the board. Written notice of each such meeting shall be mailed by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.

SECTION 4. The Board of Directors may also conduct business by telephone conference call, mail and email provided it does not conflict with any other provisions of these Bylaws. Responses must be received from a majority (quorum) of the Board members for the results of the ballot to be valid. Items voted upon by telephone conference call, mail and email must be confirmed in writing by the Recording Secretary to all board members within seven days.

SECTION 5. Special Board Meetings. Special meetings of the board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the board. Such special meetings shall be held by telephone conference call or by video conference on a day and time designated by the President or Secretary. Written notice of such meeting shall be mailed by the Secretary at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting. No other club business may be conducted at the meeting. The quorum for such a meeting shall be a majority of the board.

SECTION 6. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which he or she is present. Proxy voting will not be permitted at any club meeting or election. A member in good standing is defined as an individual who is not suspended by The American Kennel Club or their club and whose dues for the year are already paid.

Article III: Directors and Officers

SECTION 1. Board of Directors. The board shall be comprised of the officers and two other persons, all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers. The club's officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities, both with regard to the club and its meetings and the board and its meetings.

The President shall preside at all meetings of the club and of the board, and shall have the duties and powers normally assigned and available to the office of President, in addition to those particularly specified in these bylaws.

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

The Secretary shall keep a record of all meetings of the club and of the board, and of all matters of which a record shall be ordered by the club; shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, phone numbers and email addresses, which shall be sent to all members in good standing every club year, and carry out such other duties as are prescribed in these bylaws. The Secretary and Treasurer also collaborate to compile the Annual Report and, upon its completion, the Secretary files it with the State of Tennessee.

The Treasurer shall collect and receive all money due or belonging to the club. Money shall be deposited in a bank designated by the board, in the name of the club. The books shall be open to inspection by the board at all times; a report of the club's finances shall be given at every meeting, along with every item of receipt or payment that has not previously been reported; and an accounting of all money received and spent during the previous fiscal year should be reported at the annual meeting. The Treasurer shall be bonded in such amount as the board of directors shall determine. The Treasurer also collaborates with the Secretary to compile the Annual Report.

SECTION 3. Vacancies. Any vacancies occurring on the board or among the offices during the year shall be filled until the next annual election by a majority vote of the members of the board at its first regular meeting 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 IV: The Club Year, Annual Meeting, Elections

SECTION 1. Club Year. The club's fiscal year shall begin on the first day of January and end on the last day of December.

The club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

SECTION 2. Annual Meeting. The annual meeting shall be held in the month of December, at which officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The two nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4. Nominations. No person may be a candidate in a club election who has not been nominated. During the month of July, the board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the board. The Secretary shall immediately notify the committee and alternates of their selection. The board shall name a committee chair and it shall be that person's duty to call a committee meeting, which shall be held on or before September 1.

The committee shall nominate one candidate for each office and positions on the board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.

Upon receipt of the Nominating Committee's report, the Secretary shall at least two weeks before the October meeting notify each member in writing of the candidates so nominated.

Additional nominations may be made at the November meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate.

No person may be a candidate for more than one position.

Article V: Committees

SECTION 1. The board may appoint standing committees to advance the work of the club in such matters as events, trophies, annual prizes, membership and other items that lend themselves to committees. Such committees shall always be subject to the final authority of the board. Special committees may also be appointed by the board to aid it on particular projects.

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

SECTION 3. Committees established at the group's inception include:

Field: Responsible for course plans, field set-up, hound and owner safety, and other technical details

Judging: Responsible for selecting high-quality, qualified, fair judges for events and for arranging judging seminars

Awards: Responsible for awards, including trophies, plaques and ribbons

Hospitality: Responsible for ensuring that there is adequate car parking, RV parking, food and drinks, and establishes relationships with area hotels and bed and breakfasts for lodging options

Outreach: Recruitment of new club members, advertises events, welcomes visitors and first-time entries, and performs public education

Events: Responsible for organizing fun runs and other special events that do not fall under the responsibility of other committees.

Article VI: Discipline

SECTION 1. Affiliated Club Suspension. Any member who is suspended from any of the privileges of The American Kennel Club (AKC), American Sighthound Field Association (ASFA), Large Gazehound Racing Association (LGRA), the National Oval Track Racing Association (NOTRA) or any other affiliated club automatically shall be suspended from the privileges of this club for a like period.

SECTION 2. Charges. An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25, which shall be forfeited if such charges are not sustained by the board following a hearing. The Secretary shall send a copy of the charges within two weeks of them being filed to each member of the board or present them at a board meeting, and the board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, 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 not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges and the specifications 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.

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 reprimand or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing.

A reprimand is defined as a written warning to a member after charges have been filed in accordance with the bylaws, and it is determined that the member's conduct was not severe enough to warrant a suspension or a recommendation for expulsion.

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 his/her 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 Secretary. The Secretary, in turn, shall notify each of the parties of the board's decision and penalty, if any.

SECTION 4. Expulsion. 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 Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the club, to be held within 60 days but not earlier than 30 days after the date of the board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the board's finding and recommendation, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret 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 VII: Amendments

SECTION 1. Amendments to the constitution and bylaws may be proposed by the board of directors or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be considered by the board of directors at its next regular meeting or at a special meeting, and must be submitted to the members with recommendations of the board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and bylaws may be amended by a two-thirds secret vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments 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.

SECTION 3. After amendments are voted upon, the club must provide AKC, ASFA, NOTRA, LGRA and any other affiliated club(s) with the number of members in good standing as well as the date of the vote, and the number who voted for and against. A copy of the revised document must be submitted to AKC, ASFA, NOTRA, LGRA and any other affiliated club(s) as soon as it is printed.

Article VIII: 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 thereof nor any assets of the club shall be distributed to any members of the club but after payment of the debts of the club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the board of directors.

Article IX: Order of Business

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

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

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

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- New business
- Adjournment

Article X: Parliamentary Authority

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

Article XI: Annual Report

SECTION 1: An Annual Report will be prepared by the Secretary and Treasurer for filing with the State of Tennessee. It shall be approved by the Board of Directors before its submission. This report should include information as required by the state for nonprofit organizations and by the state's designated deadline. (How and where to file: <https://tnbear.tn.gov/Ecommerce/AnnualReportInstr.aspx>) A copy of the Annual Report shall also be distributed to all club members in good standing after its board approval and filing.