



SIBERIAN HUSKY CLUB NIGERIA

PROTECTING & PROMOTING THE BREED

OPENING DATE: 14/03/2022

NAME OF CLUB: SIBERIAN HUSKY CLUB NG

ABBREVIATION: SHCN

CONSTITUTION

Section 1.

The name of the Club shall be Siberian Husky Club Nigeria, Incorporated (SHCN).

Section 2.

The objectives of the Club shall be:

a. to do all that is possible to preserve the heritage and the working ability of the pure-bred Siberian Husky, and to bring the natural qualities and abilities to perfection through selective breeding;

b. to encourage the organization of independent local Siberian Husky Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of breed standards

c. to educate members and to urge breeders to adhere to the standard of the breed as approved by AKC as the only standard of excellence by which Siberian Huskies shall be judged;

d. to do all in its power to protect and advance the interests of the breed;

e. to advance the health, well-being, and proper care of the breed and to disseminate accurate information about the breed to members and the general public;

f. to encourage sportsmanship at conformation events, companion events, performance events, and any other event and at sled dog races, fun runs, demonstrations; and at any event sponsored or held by the Club;

g. to conduct sled dog races, fun runs and demonstrations, and to conduct sanctioned matches, specialty shows, special attractions, junior showmanship events, companion events, performance events, and any other event for which the club is eligible under the Rules and Regulations of the club;

h. to protect and advance the Siberian Husky as a versatile companion and to protect the ability to own, show, breed, race, train and otherwise enjoy the breed.

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 objectives

BYLAWS

ARTICLE I

MEMBERSHIP

Section 1.

Members with full privileges. These members enjoy all privileges of the Club, including the right to vote, hold office, and sponsor applicants for membership. These members count in the determination of a quorum.

1. Shall be open to all persons eighteen years of age and older who:

- are residents of Nigeria or its territories and possessions
- have owned a Siberian Husky for at least a year
- have paid the annual due to the club

Members without Full privileges. These members do not count in the quorum, do not hold office, and do not sponsor applicants for membership. They may hold committee membership; however, they may not chair a committee.. They will receive club publications.

- Members who haven't paid their dues
 - Members who is on suspension
- Members who has a pending case with the club
- Never owned a Siberian husky for at least a year

Section 2.

DUES

Annual membership dues for all classes of membership shall not exceed Ten thousands naira only (N10,000) per member. The Board of Directors shall review dues on a regular basis, adjust when appropriate. If the dues are not adjusted by October 1st of each year, the dues shall be assessed at the previous year's rate. Membership dues are due and payable on or before the 1st day of January each year. During the month of November, the Treasurer shall send each member a statement of his/her dues for the coming year. Notice shall be sent to all members

whose dues are unpaid after January 1st, informing them of the lapse deadline and the names of the lapsing members will be published in the Bulletin prior to the date at which all unpaid memberships lapse. No member may exercise any right of membership whose dues are not paid for the current year.

Section 3.

Application Processing Fee

The Board of Directors may establish an application processing fee, not to exceed Ten thousands Naira (N10,000), to be paid by each membership applicant and the fee must accompany the membership application. This fee grants membership rights and a welcome package which includes the club identity card and membership certificate.

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 delinquent if such dues remain unpaid after January 1st. The membership shall be automatically terminated if such member's dues remain unpaid after March 31.
- By expulsion. A membership may be terminated by expulsion as provided in Article VIII of these Bylaws.

Section 5.

Good Standing. A member in good standing is defined as one who is current with Club dues, if applicable, and has not been reported for inappropriate activities to the Club or public.

ARTICLE II

MEETING AND NOTICES

Section 1.

Annual Meeting. The annual meeting of the Club shall be held during the period beginning September 1 and ending November 1, in conjunction with the Club's National Specialty if possible, of each year at a place or online, date, and hour designated by the Board of Directors. Notice of the annual meeting shall be prominently displayed in the Bulletin by the Secretary to each member at least 60 days prior to the date of the meeting, and/or by any means in accordance with Section 6 of this Article. The quorum for the annual meeting shall be ten percent (10%) of the membership with full privileges in good standing. At the annual meeting, the membership shall receive reports on the activities of the Club.

Section 2.

Special Club Meetings. Special Club meetings may be requested by the President and/or called by a majority vote of the members of the Board or shall be called by the Secretary upon receipt of a petition signed by ten percent (10%) of the Club members with full privileges who are in good standing. Such meetings shall be held at such place or online, date, and hour as may be designated by the Board of Directors. Notice of such meeting shall be sent by the Secretary at least thirty (30) days and not more than sixty (60) days prior to the meeting. 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 members with full privileges in good standing.

Section 3.

Board Meetings. The first meeting of the Board shall be held immediately following the annual meeting and election. Other meetings of the Board of Directors shall be held at such times and places in accordance with Section 4 of this Article as are designated by a majority of the entire Board. Notice of each such meeting will be sent by the Secretary with an agenda provided by the President to each member of the Board at least 10 days prior to the date of the meeting in accordance to Section 6 of this Article. The quorum for a Board Meeting shall be a majority of the Board.

Section 4.

Conduct of Board meetings. The Board may conduct its business:in person;

1. by mail or signed facsimile through the Secretary;
2. through the use of telephone conference, videoconference or any means of communication by which all board members may simultaneously hear each other during the meeting.
3. by email if all members of the board consent to taking the particular vote by email. E-mail cannot be utilized for any item which requires a secret ballot. The consent may be by email confirmation and may be revoked at will. Votes taken by e-mail shall be printed out showing the board member's email address along with the vote cast. E-mail confirmations and written consents shall be filed with the records of the meeting. Such consents shall be treated for all purposes as a vote at a meeting.
4. by any other method permitted by the laws of New Hampshire.
5. Items voted upon with any method other than "in-person" meetings must be confirmed in writing by the Secretary within ten days.

Section 5.

Conduct of Annual meetings. The Club may conduct its business:

a. in person;

b. via virtual, electronic or teleconference/videoconference meeting, if an in-person meeting cannot be held because of the cancellation of the Club's National Specialty. If this method is used:

1. the electronic meeting shall allow the members to simultaneously hear and, if

possible, see the officers and board members;

2. the notice of the meeting shall include:

- Officer and any submitted committee reports;
- An adequate description of how to access the meeting;
- A means whereby a member with full privileges may place an item on the agenda. Such submissions shall include, but are not limited to, matters in Article 1, Section 4(e).
- An adequate description of how a member with full privileges may raise points of order or other matters during the meeting.

3. Any matters requiring a vote by the membership shall be accomplished by balloting pursuant to Article VI, Section 2.

Section 6.

Notice. Notice may be sent by the Secretary in any manner permitted notice may be accomplished by either WhatsApp or e-mail..

ARTICLE III

DIRECTOR OF OFFICERS

Section 1.

Board of Directors. The board shall have at least three voting members who are not of the same immediate family or related by blood or marriage.

The Board shall be comprised of the President, Vice-Presidents, Secretary.

Financial secretary (treasurer), and three other persons, all of whom shall be members in good standing who are residents of Nigeria .

They shall be elected for two-year terms on odd numbered years at the Club's annual meeting 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 and Directors. The Club's officers, consisting of the President, Vice-Presidents, Secretary, Financial Secretary shall serve in their respective capacities with regard to the Club and its meetings and the Board and its meetings.

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 President in addition to those particularly specified in these Bylaws.

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

c. **The Secretary** shall be responsible for

:

1. Managing and preserving a record of all meetings of the Club and of the Board and of all votes taken and all matters of which a record shall be ordered by the Club, including current Standing Rules;

2. Keeping an up-to-date roll of members in good standing and their contact information which shall be sent to any member in good standing upon written notice not more than once every club year;
3. Notifying new members of their election;
4. Notifying members of the time and place of members' meetings
;
5. Notifying Board Members of the time and place of Board meetings;
6. Carrying out such other duties as are prescribed in these Bylaws and/or by the Board of Directors.

D. The assistant Secretary shall be responsible for:

1. Taking charge of all Club correspondence not covered in the duties of the Secretary, particularly the preparing and mailing of all club materials;
2. Carrying out such other duties as are prescribed in these Bylaws and/or by the Board of Directors.

E. The financial secretary shall be bonded, or the Club otherwise similarly insured against negligence or loss by the Treasurer or any officer, in such amount as the Board of Directors determine, and shall:

1. Collect and receive all monies due or belonging to the Club;
2. Deposit the same in a bank approved by the Board, in the name of the Club;
3. Disburse funds necessary to discharge the liabilities of the Club; such disbursements shall in no event exceed a maximum limit on all expenditures imposed by the Board of Directors. If liabilities are incurred in excess of this maximum limit, prior approval of the Board must be obtained before payment can be made;
4. Keep the books open to inspection of the Board at all times;
5. Report to the Board at every meeting the condition of the Club's finances and every item of receipt or payment not before reported;
6. Render at the annual meeting an account of all monies received and expended during the previous fiscal year;
7. Generate, and manage an annual budget;
8. Manage and review the investment activities of the Club;

9. File appropriate tax statements;
10. Maintain a record of all non-expendable Club property held by the Directors or members of the Club;
11. Maintain appropriate corporate reporting to the state of Incorporation;
12. Carrying out such other duties as are prescribed in these Bylaws and/or by the Board of Directors.

E. The Directors, along with the Officers, shall:

1. Participate in and vote on all issues coming before the Board of Directors;
2. Carry out their duties in a manner consistent with the best interests of the entire Board of Directors and the Club.

Section 3.

Removal from Office. An officer or director may be removed from office for failure to discharge his duties as prescribed of this Article by a secret vote of two-thirds (2/3rd) of the entire Board of Directors at a meeting where the notice of which has specified the proposed removal.

Section 4.

Vacancies. Any vacancies on the Board or among the offices during the term shall be filled until the next biennial election by a majority vote of all the remaining members of the Board. However, a vacancy in the office of President shall be filled automatically by the Vice President, and a vacancy in the office of Vice President shall be filled automatically by the board of trustee until the next biennial election.

Section

Section 5.

Indemnification of Officers and Board Members. The officers and Directors of the Club shall be indemnified by the Club against liability and against expenses reasonably incurred by them in conjunction with any action, suit or proceeding by reason of their having been an Officer or Director of the Club, except in relation to matters as to which they shall be finally adjudged in such action, suit, or proceeding, to have been determined to be acting in individual bad faith. Such right of indemnification shall not be deemed exclusive of any other rights to which they may be entitled as a matter of law. However, the personal liability may not be eliminated or limited for a Director, Officer, or both, to the Club for monetary damages for breach of fiduciary

duty with respect to any transaction from which the Director, Officer, or both, derived an improper personal benefit.

ARTICLE IV

CONFLICT OF INTEREST

Section 1.

. **Establishment of a Conflict of Interest Policy.** The Club shall adopt, implement, enforce and regularly review Policies and Procedures governing conflicts of interest and pecuniary benefits transactions. The Policy and Procedures shall, at a minimum, meet the requirements of New Hampshire law as then in effect. Each officer or director shall have an affirmative duty to disclose to the Club each transaction with the Club that could be a conflict of interest or a pecuniary benefit transaction, and that officer or director shall be prohibited from participating in the discussion or voting on the matter. Each officer and director, prior to taking his/her position on the Board, shall submit to the Recording Secretary a signed Conflict of Interest Policy.

Section 2.

Transactional Limitations. Under no circumstances may the Club:

- a. Lend money or property to a board member or his/her immediate family member;
- b. Sell, purchase or lease (for more than five years) real estate from or to a board member or his/her immediate family member without prior court approval; or
- c. Engage in transactions that are unfair or impair the Club's ability to perform its mission.

Section 3.

Permissible Transactions. A Board member, and any immediate family member of a board member, may engage in transactions with the Club under certain circumstances, which include:

- a. Transactions under 50,000 naira. If the total value of a board member's transactions with the organization is less than 50,000 naira in a fiscal year, the transactions are permitted if they are in the Club's best interest.

b. Transactions in excess of 50,000 naira. If the total value of a board member's transactions with the Club exceeds 50,000 naira in a fiscal year:

1. The Board member may only sell goods or services in the ordinary course of the Club's business and charge only a reasonable or discounted price;
2. The Board member must disclose the details of the transaction to the board and may not take part in the discussion or vote on the transaction;
3. A two-thirds majority of a quorum of the board, who have not themselves sold goods or services to the Club in the last fiscal year, must find that the transaction is in the Club's best interest;

Section 4.

Accurate Records. The Board must keep written minutes regarding its actions and must keep a list of all members with whom the organization does business. The Club must annually report each such transaction to the New Hampshire Director of Charitable Trusts, including the names of those to whom the benefit accrued and the amount of the benefit.

ARTICLE V

VOTING AND BALLOTING, NOMINATION, ELECTION

Section 1.

Voting. At the annual meeting or at a special meeting of the Club, voting shall be limited to those members with full privileges in good standing who are present at the meeting, except for the biennial election of officers and directors, amendments to the Constitution and Bylaws, and amendments to the standard for the breed which shall be decided by balloting in accordance with Section 2 of this Article. The Board of Directors may decide to submit other specific questions for decision of the members with full privileges by balloting. Voting by proxy will not be permitted.

Section 2.

Balloting.

A Where balloting is required by these Bylaws or determined necessary by the Board of Directors, the balloting may be done by the Recording Secretary, a Board-appointed teller committee of three members with full privileges in good standing who are neither members of the current board nor candidates for election, or an independent professional firm (ballot recipients) designated by the board to process ballots. In elections where the Recording Secretary is an opposed candidate, the board shall use either the teller committee or an independent professional firm as the ballot recipient.

B. Ballots must specify a day not less than thirty (30) days nor more than forty (40) days for the return receipt of any ballot.

C. If by mail, a Dual-envelope and balloting system will be used for biennial elections, Constitution and bylaw amendments and breed standard revisions. Each member with full privileges in good standing shall be sent by first class mail a blank envelope and a return envelope marked "Ballot," bearing the name of the member and addressed to the ballot recipient designated by the board. In order for the ballots to remain secret, each voter shall seal their ballot in the blank envelope which in turn shall be placed in the second envelope addressed to the ballot recipient. The Ballot recipient shall certify the eligibility of the voters by checking the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes. The Ballot recipients shall certify the results of the voting to the Secretary.

D. It must be conducted by an independent professional firm which specializes in electronic balloting. A member must sign a written authorization agreeing to this method of balloting, which is revocable, and which agrees to release the Club from any liability should the ballot be received late or not received by the member, due to circumstances beyond the Club's control. Members not providing written authorization will receive all materials via first class mail as provided above.

Section

Section 3.

Nominations

a. Nominations cannot be made at the annual meeting or in any manner other than provided in this section. No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws.

b. A Nominating Committee shall be chosen by the Board of Directors on or before the date.

The Committee shall consist of five members and two alternates, all members with full privileges in good standing, no more than one of whom shall be a member of the current Board of Directors. The Board shall name a Chair for the Committee.

c. The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each other position on the Board of Directors and shall procure the acceptance in writing 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 Secretary.

The Secretary shall provide this slate for publication in the Bulletin. The slate shall be prominently displayed in the Bulletin, or mailed, or emailed to each member of the Club on or before the Club's annual meeting.

d. Additional nominations of eligible members may be made by written petition, signed by ten (10) members with full privileges, addressed to the Recording Secretary and received at his/her regular address on or before the Club's annual meeting.

Each additional nominee shall send to the Secretary within the deadline of this section a written acceptance signifying his/her willingness to be a candidate.

e. No person shall be a candidate for more than one position.

Section 4.

Election.

a. Uncontested elections. If no valid additional nominations are received by the Recording Secretary before the Club's annual meeting, the Nominating Committee's slate shall be declared elected at the time of the annual meeting, and no balloting will be required.

b. Contested elections. If one or more valid additional nominations are received by the Secretary as provided in Section 3(c) of this Article, on or before the Club's annual meeting, ballots shall be sent according to Section 2 of this Article. The ballot shall list in alphabetical order all of the nominees for each position. The nominated candidates receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time of the

election, 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 by Article III, Section 4.

ARTICLE VI

COMMITTEE AND DELEGATE

Section 1.

The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, trophies, annual awards, 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.

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 service has been terminated.

Section 3.

Committees may conduct its business in person, by mail, by e-mail, by fax, by telephone conference, by video conference, or other electronic means.

ARTICLE VII

DISCIPLINE

Section 1.

Any member who is suspended from the club shall be suspended from any privileges of The club automatically 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. Written charges with specifications must be filed in duplicate with the Secretary together with a refundable deposit of 5000 naira or a reasonable amount set annually by the board not to exceed 50,000 naira, which shall be forfeited if such charges are not sustained by the Board or a Special Board Committee following a hearing. The

Secretary shall promptly send a copy of the charges to each member of the Board or present a copy of the charges at an in-person meeting of the Board.

Section 3.Hearings and voting. Disciplinary hearings and any Board action relating to disciplinary hearings may be held in person, via telephone conference or by video conference.

Section 4. Jurisdiction. After due consideration, the Board shall vote whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or of the breed. If a majority of the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or of the breed, it shall refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board or a Special Board committee appointed by a majority of the Board, of not less than three members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send a copy of the charges to the complainant and the accused member by certified mail, return receipt requested, together with a notice of the hearing and an assurance that they may personally appear in their own behalf and bring witnesses if they wish.

Section 5.Board Hearings. The Board or Special Board Committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and the accused member shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused member, the Board or Special Board Committee, may by a majority vote of those present, reprimand or suspend the accused member from all privileges of the Club for not more than six months from the date of the hearing, or until the next annual meeting, if that will occur after six (6) months. And, if it deems that punishment is insufficient, the Board may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the accused member's right to appear before his/her

fellow members at the ensuing Club annual meeting which considers the recommendation of the Board or committee. Immediately after the Board or Special Board Committee has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the decision and penalty, if any, by registered mail, return receipt requested.

Section 6.Expulsion. Expulsion of a member from the Club may be accomplished only at the annual meeting of the Club following a hearing and upon the recommendation of the Board or Special Board Committee as provided in Section 5 of this Article. The President shall read the charges and the findings and recommendations, and shall invite the accused member, if present, to speak in his/her own behalf though no evidence shall be taken at this meeting. The membership shall then vote by secret, written ballot on the proposed expulsion. A two-thirds

(2/3) vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

Section 7. Reassignment of Duties. If the President is the subject of the charges or disciplinary action, the Vice President shall perform the duties of the President as described in this article, and if the Recording Secretary is the subject of the charges or disciplinary action, the Corresponding Secretary shall perform the duties of the Recording Secretary as described in this article. This substitution shall commence immediately upon receipt of written notice of charges described in Section 1 or 2. Any other officer or board member who is the subject of disciplinary charges shall remain in his/her position, apart from any deliberation or hearing of the charges, pending resolution of the charges. If any other Officer or Director is suspended, the remainder of the Board of Directors shall select by majority vote another Board Member to fulfill the duties of said Officer or Director until the suspension is over.

Section 8. Rights Under Suspension. A member under suspension shall receive all Club information and notices which are sent to members in good standing. This includes dues notices and the Club newsletter, as well as other pertinent communications as defined by the Board of Directors. However, in no manner may the suspended member serve on the board, serve on a committee, vote, sponsor a member, or in any way participate in the operation of the Club.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments to the Constitution and Bylaws and to the standard of the breed may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary

signed by twenty percent (20%) of the membership with full privileges in good standing. Amendments to the Constitution and Bylaws proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with full privileges in good standing with recommendations of the Board by the Recording Secretary for a vote within three (3) months of the date when the petition was received by the Recording Secretary. Proposed amendments to the standard for the breed must be submitted to the members with full privileges in good standing with recommendations of the board by the Recording Secretary for a vote following the procedures established by the Board of Directors.

Section 2. The Constitution and Bylaws may be amended at any time and the standard for the breed may be amended in accordance with AKC or UKC policies provided a copy of the proposed amendment has been mailed by the Secretary to each member with full privileges in good standing at least thirty (30) days prior to any balloting. Balloting shall be done according to

Article VI, Sections 1 and 2 accompanied by a ballot on which he/she may indicate his/her choice for or against the action to be taken. The favorable vote of two-thirds (2/3) of the members with full privileges in good standing whose ballots are returned within the time limit shall be required to effect any such amendment.

Section 3.No amendment to the Constitution and Bylaws 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

ARTICLE IX

DISSOLUTION

Section 1.The Club may be dissolved at any time by written consent of not less than two-thirds (2/3rds) of the members with full privileges in good standing. In the event of the dissolution of the Club, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club but after payment of the debts of the Club its property and assets shall be given to one or more charitable organizations for the benefit of dogs selected by the Board of Directors.

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