



# Northeast Arkansas Rabbit Breeders Constitution, By-Laws and Code of Ethics

This Constitution (referred to as the “Constitution”) and these By-laws (referred to as the “By-laws”) govern the affairs of the Northeast Arkansas Rabbit Breeders a non-profit organization (referred to as “NEARB”) organized in Arkansas under the Non-Profit Corporation Act (referred to as the “ARKANSAS NONPROFIT CORPORATION ACT OF 1993”).

## CONSTITUTION

### Article I

#### **Name, Logo and Location**

- Section 1.** This organization shall be known as the **Northeast Arkansas Rabbit Breeders** (NEARB) and shall at all times be operated and conducted as a non-profit organization in accordance with the laws of the State of Arkansas, providing for such organizations and by which it shall acquire all such rights as granted to organizations of this kind.
- Section 2.** The logo of the NEARB shall be in the charge of the Board of Directors. The logo may not be used in any fashion unless there is written consent from the Board of Directors.
- Section 3.** The location of the NEARB shall include/cover the following area: Northeast Arkansas (Upper Delta Region) – Randolph, Clay, Lawrence, Green, Jackson, Craighead, Mississippi, Poinsett, Cross, Woodruff, St. Francis and Crittenden Counties. Members may be residents of any part of Arkansas or residents of any state.

### Article II

#### **Purpose**

- Section 1.** This organization is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The purpose of NEARB shall be:

- Promote education to individuals interested in keeping, breeding, and showing rabbits
- Affiliate with the American Rabbit Breeders Association, Inc. (ARBA)
- To offer affordable, fun, and standardized rabbit educational programs and competitions
- Retain a list of local, regional and national reputable breeders of rabbits
- To define, promote and improve the quality of rabbits and rabbitries
- To encourage honesty, integrity, respect, sportsmanship and family values

To this end, NEARB, shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

### Article III

#### **Affiliation**

- Section 1.** This organization shall be affiliated with and chartered by the American Rabbit Breeders Association, Inc.
- Section 2.** NEARB may enter into affiliation agreements with other like-minded organizations with approval from the Board of Directors. These agreements will be made for a specified duration of time.

### Article IV

#### **Membership**

- Section 1.** The membership of this organization shall consist of persons who shall have, at heart, the interest and promotion of rabbits, and who shall breed or encourage the breeding of better rabbits.
- Section 2.** Members of NEARB shall be admitted, retained, suspended and expelled in accordance with such rules and regulations as the Board of Directors may, from time to time, adopt. In all matters governed by Members, each Member given the right to vote, shall be in good standing and shall have been a paid Member for at least thirty (30) days and at least 16 years of age. Each such Member shall be entitled to one vote.
- Section 3.** The organization has the right to refuse membership to anyone who would not represent the organization's best interest by a board decision of a simple majority.

### Article V

#### **Meetings**

- Section 1.** This Organization shall hold meetings at such times and places designated in the by-laws.

### Article VI

#### **Quorums**

- Section 1.** A quorum shall consist of a majority of the board attending in person. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice. To vote, a member must be physically present at a meeting. No absentee ballot or proxy votes are allowed.

### Article VII

#### **Officers/Board of Directors**

- Section 1.** The officers of this organization shall consist of the president, vice president, secretary, treasurer, and at least three directors. The offices of secretary and treasurer may be combined.
- Section 2.** The officers shall be elected from and by the membership. Vacancies in the office shall be filled by the appointment of the president and held by the appointee until such time as that office will be due for regular election as outlined in the by-laws.
- Section 3.** All officers must be members of the American Rabbit Breeders Association, or join before actively taking office. Membership dates and numbers are to be provided in writing to the secretary/ treasurer prior to assuming duties of the office.
- Section 4.** The Board of Directors shall consist of the president, vice president, secretary, treasurer, and the directors.

**Section 5.** An officer/director who shows lack of interest in their official duties or who fails to answer correspondence of organization matters, shall be asked by the President to resign said office. In case of failure to do so, the board of directors by two –thirds (2/3) vote by the board of directors, shall declare the office vacant. The President shall have the duty then to appoint an officer to perform the duties of said office. By a two- thirds (2/3) vote by the board of directors, the President can be removed from office.

**Section 6.** All officers and directors of the Northeast Arkansas Rabbit Breeders must be active breeders of rabbits. An officer/director who shall give up the breeding of rabbits during his term of office shall automatically resign their office and it shall be the duty of the president to fill the vacancy of the unexpired term of office by appointment.

## Article VIII

### **Dissolution**

**Section 1.** Upon the dissolution of NEARB, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of NEARB, dispose of all the assets of NEARB exclusively for the purposes of NEARB in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(5) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine by majority vote.

## Article IX

### **Amendments**

**Section 1.** The constitution having been approved, can only be replaced or amended by a two-thirds (2/3) vote of the organization's membership at any regular or special meeting where a quorum is present as outlined in Article VI, section 1.

# BY-LAWS

## Article 1

### **Members**

- Section 1.** Membership Dues for ARBA members shall be ten dollars (\$10.00) per year, renewals to be due and payable by December 15<sup>th</sup> of each year, and shall run from January 1<sup>st</sup> to December 31<sup>st</sup>. Membership shall be dropped if the dues are not paid and received by December 31<sup>st</sup>. Family membership shall be fifteen (\$15.00) and consist of members living at the same physical address.
- Section 2.** Membership Dues for Non-ARBA members shall be eleven dollars (\$11.00) per year, renewals to be due and payable by December 15<sup>th</sup> of each year, and shall run from January 1<sup>st</sup> to December 31<sup>st</sup>. Membership shall be dropped if the dues are not paid and received by December 31<sup>st</sup>. Family membership shall be fifteen (\$15.00) plus one dollar per person and consist of members living at the same physical address.
- Section 5.** The Board of Directors by affirmative vote to two-thirds of all of the members of the board, may suspend or expel a member, and may, by a majority vote or those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of duties.
- Section 4.** There shall be two classes of members, Youth (under the age of sixteen) and Elder (sixteen years and over). Youth will not have voting privileges.
- Section 5.** Membership in the NEARB does not entitle any member to examine, review or copy any information that the Board of Directors deems to be proprietary in nature.

## Article II

### **Meetings**

- Section 1.** Meetings shall be held monthly (or as deemed necessary by the board) at a location decided by the board.
- Section 2.** Only the President or Vice-President of the NEARB may call a meeting of the members to order and act as chairman of such meeting. **Exception:** In the absence of the President and Vice-President, the Board of Directors may select a member of the Board to chair the meeting. A two-thirds (2/3) majority vote is required.

## Article III

### **Elections**

- Section 1.** Any elder member in good standing in the Northeast Arkansas Rabbit Breeders may become a candidate for any office of the same by notifying the secretary in writing by mail or e-mail.
- Section 2.** In event that any office is due to be elected does not have a nominee, the president shall be notified immediately and shall appoint two (2) officers to work with him to obtain the number of nominees to fill the ballot. This nominating committee must obtain the approval of the nominee they submit to appear on the ballot, and notify the secretary of their results.
- Section 3.** Term of the office shall be three (3) years with the president and first director(s) offices being elected the first year; vice president and second director(s) the second year; and secretary/ treasurer and third director(s) the next year.
- Section 4.** Nominations shall be voted on by the open membership at the last general membership meeting of the year by paper ballots and counted before adjournment of the meeting. The secretary shall notify any members not at the meeting within thirty (30) days of the election results.



## Article IV

### **Authority and Duties of the Officers**

- Section 1.** The president shall preside at all the meetings of the organization, act as chairman of the Board of Directors, appoint all committees not otherwise provided for, call special meetings of the organization or committees, fill all vacancies in office and perform such duties as pertain to the office. The president shall appoint a committee of three (3) members to audit the Treasurer's books once a year. The President shall see that the Constitution and By-laws, and Rules and Regulations of the NEARB are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors. The President shall be an ex- officio member of all committees.
- Section 2.** The vice president shall perform the duties of the president in his absence or in case of his inability to act. In event of the resignation or otherwise vacating president the office of the president, vice president shall automatically succeed him in office and perform other duties as may be prescribed by the Board of Directors. Vice president is a voting member of the Board of Directors.
- Section 3.** The Secretary shall record minutes of all Board of Directors, and general membership meetings including member attendance at meetings. The Secretary shall submit all official reports as required and perform all other such duties and responsibilities assigned by the President and Board of Directors. The Secretary is a voting member of the Board of Directors.
- Section 4.** The Treasurer shall collect, deposit and disburse monies of the NEARB as prescribed by the Board of Directors. The Treasurer shall also present financial reports at all board and membership meetings, accounting for all funds generated by the NEARB organization and see that a budget of estimated income and expenditures is prepared and adopted prior to the upcoming year. He/She shall perform all such other duties and responsibilities as assigned by the President and Board of Directors. The Treasurer is a voting member of the Board of Directors.
- Section 5.** Resignations are effective upon receipt by the Secretary of a written notification.

## Article V

### **Authority and Duties of the Directors**

- Section 1.** The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the NEARB by law.
- Section 2.** Each director elected shall be a bona fide resident within the described boundaries of the NEARB and no more than two (2) members of any family or firm may sit on the Board of Directors. No member shall hold a directorship without being at least sixteen (16) years of age.
- Section 3.** The Board shall consist of not less than three (3) and no more than six (6) directors (plus officers). Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of his/her term shall be filled by the appointment of the president. Resignations are effective upon receipt by the Secretary of the NEARB of written notification. In the event of a tie vote, the President shall choose the succeeding director. Board of Directors members are elected by the general membership to hold office for three years.
- Section 4.** The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to law or the Certificate of Formation as they may deem expedient concerning the conduct, management and activities of the NEARB, the admissions, classification, qualification, suspension and expulsion of members, removal of officers, the rules and regulations governing the procedure of such suspension and expulsion and removal, the fixing and collecting of dues and fees, the expenditure of money, the auditing of books and records, rules regarding awards, the conducting of clinics, educational programs, seminars, shows, contests, exhibitions, sales and social functions and all other details relating to the general purposes of the NEARB.

- Section 5.** However, actions of the Board of Directors are subject to revision or amendment by the Members at any regular or special meeting of the Members, provided that written notice of any intention to revise or amend any rule or regulation shall have been mailed or e-mailed to all NEARB Members at least twenty (20) days in advance of the meeting.
- Section 6.** The Board of Directors shall have the power to transact all business of the organization between meetings, shall authorize expenditures, award the location of the annual show, and decide on all questions of the policy brought before them.
- Section 7.** The Board of Directors may establish one or more Advisory Boards or Committees. The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

## Article VI

### **Finance and Administration**

- Section 1.** The fiscal year of the NEARB shall be January 1 – December 31 but may be changed by resolution of the Board of Directors.
- Section 2.** A financial audit shall be made and be reported to the next annual meeting of the members.
- Section 3.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the NEARB and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.
- Section 4.** All funds of the NEARB, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the NEARB to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the NEARB, checks, drafts, and other orders of the NEARB may be endorsed, assigned, and delivered on behalf of the NEARB by any officer or agent of the NEARB.
- Section 5.** Correct books of account of the activities and transactions of the NEARB shall be kept by the Secretary and/or Treasurer of the NEARB. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-laws, and all minutes of meetings.

## Article VI

### **Amendments**

- Section 1.** These By-laws having been approved, can only be replaced or amended by a two-thirds (2/3) vote of the organization's membership at any regular or special meeting where a quorum is present as outlined in the Constitution, Article VI, section 1.

# CODE OF ETHICS/CONDUCT

All Northeast Arkansas Rabbit Breeders Members are representatives of the organization and of the breeding and keeping of rabbits. They are expected to conduct themselves in a manner which brings respect to the organization and to the rabbit hobby by displaying good sportsmanship, civility, honesty and responsibility for their rabbits and themselves at all times. All NEARB Members have an obligation to protect the rabbit hobby and its future by welcoming new hobbyists and facilitating their education about rabbits and the organization, by realistically and honestly portraying the qualities of the hobby and their rabbits, and by adhering to responsible ownership and breeding practices.

## **All Members Shall:**

Abide by the NEARB Constitution and By-laws and the rules and regulations of the American Rabbit Breeders Association.

Be respectful of all others and treat others, as they would want to be treated.

Communicate with other members of the organization and the community with honesty and timeliness.

Encourage and maintain the best accepted, reasonable and responsible standards of rabbit health, hygiene, feeding, care and training.

Be mentors for the hobby, willingly sharing their knowledge and experience related to rabbits and information related to participation in rabbit activities with others.

Electronic communication is essential for sharing organization news and information with our members. Our communication will be timely, appropriate and related to organization business.

Our website will include current information on competitions, social events, committees, policies, constitution, rules and by-laws.

No offensive content or photos will be published.

If we intend to publish a photo of a child, we will first seek permission from his or her parents and take care not to provide identifying information.

We will seek feedback from members to improve the information available on the site

We expect our members to conduct themselves appropriately when using electronic communication/social media to share information with other members or posting material on public websites connected to the organization.

## **Electronic Communication:**

Should be restricted to organization matters

Must not offend, intimidate, humiliate or bully another person

Must not be misleading, false or injure the reputation of another person

Should respect and maintain the privacy of members

Must not bring the organization into disrepute.

Any member who violates any of the stated ethical responsibilities will be subject to appropriate discipline, which may include dismissal.



**This Constitution, By-laws and Code of Ethics of the Northeast Arkansas Rabbit Breeders was adopted by the Board of Directors on December 5, 2017.**

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President

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Vice President

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Secretary/Treasurer

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Board Member

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Board Member

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Board Member

