

## CONSTITUTION AND BYLAWS

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The United States of America Coton de Tuléar Club, Inc., hereafter referred to as the USACTC, Inc, or the Club, is an organization devoted to the preservation and welfare of the Coton de Tuléar breed. With this in mind, the USACTC, Inc. has defined a standard of excellence for the breed by sponsoring exhibitions for the comparison and improvement of the breeding population and also for the education of our breeders and fanciers. We provide breed specific information for judges, Coton owners, exhibitors and admirers. Our goal is to produce a Coton that is uniform in type, sound of mind and body, and suited to its purpose as a small versatile companion.

### Article I

#### Name and Objects

**SECTION 1.** The name of the Club shall be the United States of America Coton de Tuléar Club, Inc. (USACTC).

**SECTION 2.** The objects of the Club shall be:

- To operate a membership-run, non-profit, national dog breed Club dedicated to encouraging and promoting quality and health in the breeding of pure-bred Coton de Tuléar dogs and to do all possible to bring their natural qualities to perfection.
- To encourage the organization of regional specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club.
- To urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which the Coton de Tuléar shall be judged.
- To do all in its power to promote and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, agility, obedience and rally trials and tracking tests.
- To conduct sanctioned matches, specialty shows, agility, obedience and rally trials, tracking tests and other dog events under the Rules and Regulations of The American Kennel Club.
- To provide education about the Coton de Tuléar dog breed to the public through a variety of the following forums:
  - Publication of Club newsletter.

- Online resources such as the USACTC website and various Club sanctioned e-groups.
- Breed specific educational seminars on the history and standard, responsible dog ownership, healthcare and breeding to the general public, breeders and judges;
- To promote ethical breeding standards with particular commitment towards guarding against indiscriminate breeding and the propagation of heritable genetic disease, and wherever possible to provide breed rescue as necessary.

**SECTION 3.** The Club shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues or donations to the Club shall inure to the benefit of any member or individual. It will be noted that dues are not tax deductible as a contribution, but may be deducted as a business expense.

**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.

## Bylaws

### Article I

#### Membership

**SECTION 1. Types of Membership.** There shall be five types of membership, open to all persons 18 years of age or older who are in good standing with The American Kennel Club and who subscribe to the purposes of this club, and junior memberships open to children under the age of 18.

**Regular Membership** (1 vote in all Club matters requiring a vote) is for those members who are United States residents and who own a Coton de Tuléar .

**Household Membership** (2 votes in all Club matters requiring a vote) is for those members who are United States residents living in the same household who own a Coton de Tuléar .

**Associate Membership** is for those members who do not own a Coton de Tuléar. These members shall have no vote.

**Sponsor Membership** is for first time members owning a Coton de Tulear and sponsored by the breeder of their dog. These members shall have no vote.

**Lifetime Membership** is a membership in the USACTC, Inc. that is bestowed upon certain individuals who, at the discretion of the Board, are deserving of such an entitlement. Those

members upon who lifetime membership status is conferred by the Board shall have the full rights and voting privileges of regular membership. Lifetime members are not required to renew membership in the Club each year, nor are they required to pay annual dues.

Junior Membership is open to children under 18 years of age; a non-voting non-office holding membership.

Foreign Membership is for those individuals who are not U.S. residents (or its territories and possessions). Foreign members shall be entitled to all club privileges except voting and office holding.

Foreign Household Membership is for members living in the same household who are not U.S. residents. Foreign household members shall be entitled to all club privileges except voting and office holding.

## SECTION 2. Eligibility.

Applicants must apply on the current form, as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and Bylaws and the Rules of The American Kennel Club as well as the Constitution and Bylaws, Code of Ethics and Rules of the United States of America Coton de Tulear Club as long as those are not in conflict with those of The American Kennel Club.

Correct Fees and a Signature are **REQUIRED** for applications to be processed.

Applicant and members must be 18 years of age or over (does not apply to Junior Membership), must be in good standing with the American Kennel Club and must never have been convicted of animal abuse or neglect.

Applicants and members must not be involved in litigation against the USACTC, Inc., or The American Kennel Club.

All applications/applicants are subject to Board approval.

## SECTION 3. Dues. Dues are payable on or before the first day of January.

Membership shall be considered to be expired if dues are not received by Jan 30th of the current renewal year. However, no member may vote on any item whose dues are not paid for the current fiscal year.

Renewal applications shall be sent by the Membership Secretary to each member by October 31st of each year.

The Board of Directors may periodically increase or decrease membership dues. However, the annual dues shall not exceed the following limits for each class of Membership without an

amendment to the Bylaws: Regular Membership, \$75; Household Membership, \$85; Associate Membership, \$30; Sponsor Membership, \$60; Junior Membership, \$20; Foreign Membership, \$75; Foreign Household Membership, \$85.

Annual Dues are for fiscal year January 1st ending on December 31st. Policy for proration of annual dues shall be determined each year by the Board.

SECTION 4. Election to Membership. Applicants must apply for membership on a current, Board approved membership application form with contact information, occupation, interests, and carry the endorsement of two members in good standing. All applications must be submitted with appropriate dues to the Membership Secretary.

All applicants are subject to Board approval in any regular Board ballot process. The election process by the Board shall, by whatever method employed, be fully secret and confidential within the Board. A simple majority of the Board members of the Club shall be deemed sufficient to accept or reject any applicant.

Applications shall specifically state that the applicant agrees to abide by all Provisions of Constitutions, Bylaws, Code of Ethics, Rules and requirements for membership listed in Article I, Section 1 of and Regulations of both The American Kennel Club and the United States of America Coton de Tulear Club as stipulated in Article I, Section 2, a. above. Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

An application which has received a negative vote by the board may be presented by one of the applicants endorsers (sponsors) at the next annual meeting of the club and the members may elect such applicant by secret ballot and a favorable vote of 75% of the members present and voting.

SECTION 5. Renewal of Membership. The Board has the right to refuse renewal applications for membership in the USACTC, Inc., under the above provisions for original applications.

SECTION 6. Termination of Membership. Memberships may be terminated:

By resignation. Any member in good standing may resign from the Club upon written notice to the Membership Secretary; but no member may resign when in debt to the Club. Obligations other than dues shall be considered a debt to the Club and they become incurred on the first day of each fiscal year.

By lapsing. A membership will be considered as lapsed and automatically terminated if such

member's dues remain unpaid 30 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 whose dues are unpaid as of the date of that meeting.

By expulsion. A membership may be terminated by expulsion as provided in Article VII or as otherwise provided in these bylaws.

## Article II

### Meetings

SECTION 1. Annual Meeting. The annual meeting of the Club shall take place in conjunction with the club's specialty show if possible but in any case in December in order to allow the club to bring the fiscal year and official year together as mandated in Article V. Section 1.b. below, at such hour and place, and by such means, as may be designated by the Board of Directors. The Recording Secretary shall notify the membership by whatever means, including electronic mail, that the Board decides to employ, of the time and place of the annual meeting at least 30 days prior to the date that the annual meeting shall be held. The quorum for such meetings shall be 10% of the members in good standing.

SECTION 2. Special Club Meetings. Special Club meetings may be called by the President, or by a majority vote of the eligible voting members of the Board, or shall be called by the Recording Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such meeting shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of such a meeting shall be sent by the Recording Secretary at least 14 days and not more than 30 days prior to the meeting. Said notice shall state the purpose of the meeting, and no other Club business may be transacted. The quorum for such a meeting shall be 10% of the members in good standing.

SECTION 3. Board Meetings. With the exception of the Annual Board Meetings, Board Meetings including those held by telephone or electronic conferences, shall be held at such times and places as are determined either by the President or by majority vote of the entire Board. The time and place of Annual Board Meetings shall be determined by a majority vote of the entire Board. A quorum for a Board Meeting shall be a majority of the Board. The Board shall conduct its business by any special rules of order that they may adopt. The Board may conduct its business by mail, telephone conference call or electronic communication, provided it does not conflict with any other provision of these bylaws. Items voted upon by whatever method must be

confirmed by the Recording Secretary by a record of the minutes of the Board meeting transmitted to the Board members before the next scheduled meeting of the Board or within no more than 14 days.

### Article III

#### Board of Directors, Elected Officers and Representatives, and Appointed Officers

SECTION 1. Board of Directors. The Board shall be comprised of the President, Vice President, Recording Secretary, Membership Secretary, Treasurer, Five Board Representatives, and the prior Club President, (or other past President if the immediately prior past President cannot serve), all of whom must be members in good standing and residents of the United States. The Board will determine the geographical area(s) that each Representative shall represent.

The President shall be Chairperson of the Board of Directors.

The Board Members and Officers are elected for a two-year term as provided in Article V of these bylaws or shall serve until their successors are elected.

The President's position shall be limited to two consecutive terms. However, a member who has served as president may be elected to serve again, provided that there has been a two year interim between the terms.

General management of the Club's affairs shall be entrusted to the Board of Directors.

Board policy and/or decisions shall be by a majority vote of the Board.

Release of Club sensitive information, such as: member listings, meeting notes, and detailed financial information may only be released by majority vote of the full membership of the Board.

The Board shall have full access to all Club information.

Board Members, upon acceptance of their elected position, shall sign a confidentiality agreement that shall state their agreement to follow the Board's policy with reference to Club sensitive information.

Husband and Wife; or members of the same family; or life partners sharing the same household; may not serve concurrent terms on the USACTC Board. Should a husband and wife, or members of the same family, or life partners sharing the same household, be declared elected for a concurrent term of office in any position, then one shall remain and the other or others must immediately decline the position. If the parties involved are unable to reach a decision about who shall remain, then the remaining members of the elected Board will appoint one of these parties to the Board and shall fill any resulting vacancies in accordance with Article III, Section 4 of

these bylaws.

No Board member may serve simultaneously on the Board of the USACTC and the Board of any other Coton de Tulear breed club or organization, except a regional or local club affiliated with the USACTC, or a club or organization affiliated with The American Kennel Club.

SECTION 2. Elected Officers and Representatives. The Club's Elected officers shall consist of the President, the Vice-President, Membership Secretary, Recording Secretary, Treasurer and five elected Representatives. (The post of Past President shall be an automatic rather than an elected post. The description and duties of each elected position are as follows:

The President shall execute the Board of Directors' policies and decisions. The President shall be responsible for the day to day running of the Club's affairs. The president shall preside at all meetings of the Club and the Board, and shall have the duties and powers normally appurtenant to the office of the President and as particularly specified in these bylaws. The President will co-sign all legal documents (excluding checks) together with the Recording Secretary and/or the Treasurer. The President, or a Board member designated by the President, is responsible for reviewing and revising if necessary each edition of the Club newsletter. The President, or a Board member designated by the President, is responsible for overseeing the distribution of each newsletter to the membership of the Club. The President shall present candidates to be appointed as chairpersons of the committees, and candidates for Appointed Officers, to the full Board for final approval every two years after elections are finalized and a new Board is seated. The President has the right to appoint temporary committees to work on various projects as needed. The President is an ex-officio member of all committees with the exception of the nominating committee.

The Vice-President shall have the duties and exercise the powers of the President in case of the President's incapacity to serve. The Vice-President shall perform such duties as may be assigned by the President or the Board of Directors. The Vice President shall serve as Board Liaison for all standing committees and is responsible for keeping Committee Chairs on task and all related e-mail lists active. The Vice President shall work with each Committee Chair to develop projects that would be advantageous to the Club. The Vice President shall be the Code of Ethics Breeder Liaison.

The Recording Secretary shall report directly to the Board of Directors. The Recording Secretary will maintain a minute book, and shall keep a record of all meetings of the Club, the Board, and of all votes taken by mail, in person, and via electronic communication as well as all matters of which a record shall be ordered by the Board. The Recording Secretary shall have charge of Club

related correspondence, notify members of meetings, shall follow all voting, election procedures and timelines as outlined in these bylaws, notify officers and directors of their election to office, and carry out such other duties as are prescribed in these bylaws. The Recording Secretary shall assist the Board and/or the President on an as needed basis for Club related issues not specifically listed in these bylaws.

The Membership Secretary shall report directly to the Board and will work with the Recording Secretary. Membership applications will be received and processed by the Membership Secretary. The Membership Secretary shall notify new members of their election of membership, answer membership inquiries, and will maintain a current, detailed membership roster of all Club members. The Membership Secretary shall be in charge of maintaining all Club related e-groups in a timely fashion. The Membership Secretary will conduct Board approved membership drives and encourage renewals of previous members.

The Treasurer shall oversee the collection of all moneys due or belonging to the Club. Moneys shall be deposited in a bank designated by the Board, in the name of the Club. The financial records shall at all times be open to inspection of the Board and a report shall be given at every meeting of the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The elected Officers handling moneys shall be bonded in such an amount as the Board of Directors shall determine. The Treasurer shall be responsible for obtaining bonds for the elected Officers handling moneys; filing all necessary IRS documents (unless other arrangements are made) as well as keeping all insurance policies up to date. The Treasurer will work with the President and other relevant Officers to provide both an annual financial report for the past fiscal year and a projected budget for the following year before the annual meeting. All moneys over \$1000 must be Board approved prior to release. The Treasurer is responsible for keeping either paper or scanned electronic copies of all monies received, deposit slips, and bank statements. The Treasurer shall reconcile the bank statement monthly.

Representatives shall represent membership areas as determined by the Board. The Representatives shall be responsible for promoting Club activities, working on projects as determined by the Board and will provide content on a monthly basis to the newsletter editors. The Representatives will function as Member Liaisons.

**SECTION 3. Appointed Chairpersons.** Appointed Chairpersons (not part of the elected Board body) may be comprised of but not be limited to The American Kennel Club Delegate; Newsletter Editor; Statistician/Point Coordinator ; Website Webmaster; Breed Standard and



Education Chairperson/s; Historian/ Archivist; Agility, Obedience, Rally and Performance Coordinator; and Outreach Coordinator.

The American Kennel Club Delegate shall report to the Club all actions and matters discussed at The American Kennel Club's Quarterly Meetings, and shall serve as a liaison between the Club and The American Kennel Club in any other matters that may seem desirable.

The Newsletter Editor shall create and assemble the newsletter from materials provided. All content is to be approved by the President. The President or a Board member designated by the President, shall oversee production and distribution of the newsletter. General newsletter policy such as ads, all content, rates, format, etc. shall be set by the Board of Directors.

Statistician/Point Coordinator shall calculate the points and issue titles allotted to each member's dogs based on current board policy.

Web Site Webmaster. The Web Site Webmaster is responsible for the design and maintenance of a website for the Club. Content, revisions, additions, deletions, and design are to be at the direction of the Board.

Breed Standard and Education Coordinator/s. This position shall direct and oversee the activities of the Breed Education Committee, Judges' Education and the Meet The Breed Committee, and shall oversee the Breed Standard and make recommendations to the Board for further action and possible changes in the Standard if deemed necessary.

Historian/Archivist Coordinator. The Historian/Archivist Coordinator is responsible for creating and maintaining a record of the history of the USACTC. These records are to be maintained in duplicate, one to reside with the President or another board chosen location and one with the Historian/Archivist Coordinator. These records are considered property of the USACTC. An inventory shall be maintained by the Historian/Archivist and permission to lend or share any Archive material shall only be granted by the board.

Agility, Obedience, Rally and Performance Coordinator. The Performance Coordinator shall be responsible for organizing a Performance Event Committee with Committee Chair appointments and final committee actions to be approved by the Board.

Outreach Coordinator. The Outreach Coordinator shall be responsible for organizing an Outreach Committee with Committee Chair appointments and final Committee actions to be approved by the Board.

SECTION 4. Vacancies. Any vacancies occurring on the Board or among the elected officers during the year shall be filled until the next biennial election by a majority vote of all the members of the Board; 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. In the event that the Board post of Past President is vacated and there is no one available to fill it, the Board shall fill that post by a majority vote of all eligible Board members. The newly appointed Board member filling this post shall serve until the current serving President becomes available by resignation or by reaching the term limits specified above.

SECTION 5. Appointment of Chairpersons. The Appointed Chairpersons shall be appointed by the President, subject to Board approval, for a term of two years or until their successor is appointed. These appointments shall be concurrent with the term of office of the current President.

SECTION 6. Termination of Appointment. Any Appointed Officer may be terminated by a majority vote of the Board upon written notice to the appointee. The President, pending Board Approval, may appoint successors to those persons whose services have been terminated. Appointments shall be concurrent with the term of the current President.

#### Article IV Club Property

SECTION 1. Club Property. Any Club member utilizing Club owned Property, in capacity as a member, an officer or representative, or a committee member, shall sign a "Property Agreement". The Club Recording Secretary shall maintain this agreement which signifies that all Club property is owned by the Club and shall be relinquished upon request by the majority vote of the USACTC Board. "Property" refers to, but is not limited to, printers, software, computers, dog show equipment, and the like.

#### Article V The Club Year, Voting, Nominations, Biennial Elections

SECTION 1. The Club year.

The Club's fiscal year shall begin on the 1st day of January and end on the last day of December. The Club's official year shall coincide with the Club's fiscal year as soon as possible to be conveniently implemented after the adoption of these bylaws by whatever means and schedule

the Board of Directors shall decide, but in any case no later than one calendar year after the adoption date of this Constitution and Bylaws.

The elected officers shall take office immediately at the conclusion of the annual meeting. Each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the new officer assumes his or her position in office.

SECTION 2. Voting. At the Annual Meeting or at a special meeting of the Club voting shall be limited to those Regular, Household, and Lifetime members in good standing who are present at the meeting, except for the biennial election of Board members and amendments to the Constitution and Bylaws (and the standard for the breed) which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail. The outcome of any voting provided for in this Section, written or otherwise, shall be determined by a simple majority of those casting votes who are eligible to vote. With the exception of the items specified in this section, all Club business, including voting, may be conducted by electronic mail, as well as postal or facsimile services as decided by the Board. Members will be notified of any future voting needs via several media, but each member shall cast his or her single vote via electronic media should the Board decide that this is the preferred method of voting for each particular issue under consideration.

SECTION 3. Biennial Election. The election of officers and directors shall be conducted by secret ballot. Ballots to be valid must be received by the Recording Secretary (or independent professional firm designated by the Board) no later than 2 weeks prior to the annual meeting. Ballots shall be counted by three inspectors of election who are members in good standing and neither members of the current Board nor candidates on the ballot (provided, however that the Board may designate an independent professional firm to receive and count the ballots.) The Board, by majority vote, shall decide which method shall be employed, and shall then choose either the three inspectors of election, or an independent professional firm, depending on which method is being employed.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. In the event of a tied vote, a new election to shall be held for the tied position.

If any nominee, at the time of the meeting, 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.

SECTION 4. Nominations and Ballots. No person may be a candidate in a Club election who has not been nominated in accordance with these bylaws. A Nominating Committee shall be chosen by the Board of Directors 12 weeks prior to the Annual Meeting at which biennial elections shall take place. The Committee shall consist of a total of three members (one of whom must be a member of the current Board of Directors) including the chairperson, and two alternates, all members in good standing. It is understood that none of the members of the Nominating Committee shall be chosen as a candidate for the club election. There shall be only the one member from the current Board of Directors, with the other two members and alternates chosen from the general membership. If all members of the current board wish to be considered for re-election, then a non-board member shall take the place of the board member on this committee. All members of this committee shall be residents of the U.S.A. To the extent that it is practicable to do so, the committee shall consist of three members from different areas of the United States. The Chairperson and members of this Committee shall be selected by a majority vote of the full Board. The Nominating Committee may conduct its business by mail, telephone conference call or electronic communication.

The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each position on the Board of Directors and shall procure the acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The Nominating Committee shall then submit its slate of candidates to the Recording Secretary no later than 8 weeks prior to the Annual Meeting. The slate shall be presented to the members by mail, electronic mail, or posting on the Club web site by 7 weeks before the annual meeting and this slate shall be presented in the prescribed manner as determined by the Board to the membership. Included will be nominee's address and a brief biographical statement (either separately or as a response to questions as provided by the Board for each candidate.)

Additional nominations of eligible members may be made by written petition addressed to the Recording Secretary and postmarked by 5 weeks prior to the Annual Meeting, accompanied by the written acceptance of each such additional nominee signifying his or her willingness to be a candidate. These nominees must submit the same information and respond to the same questions

as provided by the Board for each candidate.

If no valid additional nominations are received by the Recording Secretary by the deadline, the Nominating Committee's slate shall be declared elected and no balloting will be required.

If one or more valid additional nominations are identified, and are postmarked before the deadline, the Recording Secretary (or an independent professional firm designated by the Board) shall no later than 4 weeks prior to the annual meeting mail to each member in good standing a ballot listing all of the nominees for each position for which there have been valid additional nominations in alphabetical order, together with their addresses and responses to questions provided by the Board as stipulated in Section 5. a. above. Each mailed ballot shall be accompanied by a blank envelope, and a return envelope addressed to the Recording Secretary (or designated independent professional firm) marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the Recording Secretary (or designated independent professional firm). To be counted, the Recording Secretary (or designated independent professional firm) must receive this ballot postmarked no later than 2 weeks prior to the annual meeting. The inspectors of election (or designated independent professional firm) shall check 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, and shall certify the eligibility of the voters as well as the results of the voting, which shall be announced at the annual meeting. The inspectors of election (or designated independent professional firm judge shall provide to the Board the official count of the election no later than 1 week after the pre-established ending date for votes to be received. The ballots and tallying sheets shall be sealed by the inspectors of election (or designated independent professional firm and shall become the property of the Club. These sealed results shall be held by the Club's Recording Secretary for no less than 6 months and no longer than 1 year. The results of this election shall be announced by the current Club President, or the Vice President or Recording Secretary in the event of the absence of the President, at the next annual meeting of the Club.

Nominations cannot be made at the annual meeting or in any manner other than as provided above.

Article VI

Committees

SECTION 1. Standing Committees. The Club may have but not be limited to the following Standing Committees: Show, Health, Education, Meet The Breed and Fundraising. The President shall every two years appoint a chairperson for each committee, subject to Board Approval, for a term of two years, or until their successor is appointed, to run concurrent with the elected President. Appointments shall occur after elections are finalized and the new Board is seated. The actions of such committees shall always be subject the final authority of the Board. The President and/or the Board may approve the appointment of special committees to advance the work of the Club and assist with special 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.

## Article VII

### Discipline

SECTION 1. Suspension. Any member who is suspended from any privileges of The American Kennel Club shall be automatically suspended from the privileges of the USACTC for a like period.

SECTION 2. Charges. Any member may prefer charges against another member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$50.00, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or breed. If the Board considers that the charges do not allege conduct, which would be prejudicial to the best interests of the Club or breed it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of hearing by the Board or a committee of not less than three members of the Board, not less than 3 weeks nor more than 6 weeks thereafter. The Board shall determine the place of this hearing. The Board shall reserve the right to conduct a Board hearing via telephone conference call. The Recording Secretary shall promptly send one copy of the charges to the accused member by certified mail together

with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if he or she wishes (in the case of a telephone conference call for the Board hearing, the number of witnesses may be limited by the Board).

SECTION 3. Board Hearing. The Board or Board committee 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 or Board committee may by majority vote of those present reprimand (a written reprimand directed exclusively to the member may be somewhat detailed but an official, i.e., published, reprimand should only indicate that subsequent to a board hearing "...member X was officially reprimanded as a result of charges filed by member Y.") or suspend the defendant 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 months. And, if it deems that punishment insufficient, it may 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 or her fellow-members at the ensuing club meeting which considers the recommendation of the Board or Board committee. Immediately after the Board or 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 the penalty, if any. The hearing shall be conducted in Executive Session and all notes and evidence pertaining to the hearing shall be kept in a sealed envelope by the Recording Secretary.

SECTION 4. 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 Board committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf if he or 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 suspension shall stand.

## Article VIII

### Amendments to the Constitution and Bylaws

SECTION 1. Rules for Proposals. Amendments to the constitution and bylaws (and to the standard for the breed) may be proposed by the Board of Directors or by written petition of Club members, sent to the Recording Secretary signed by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Recording Secretary for a vote within three months of the date when the petition was received by the Recording Secretary.

SECTION 2. Procedure. The Constitution and Bylaws and/or the Standard for the Breed may be amended at any time, provided a copy of the proposed amendment has been mailed by the Recording Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for and against the action to be taken shall be indicated. Dual-envelope procedures described in Article V, Section 4. d. shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballots shall specify a date not less than 30 days after the date postmarked, by which date the ballots must be returned to the Recording Secretary (or to a Board designated independent professional firm) to be counted. The favorable vote of two-thirds of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

SECTION 3. American Kennel Club review. No amendment to the constitution and bylaws or to the Standard for the breed that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

## Article IX

### Dissolution

SECTION 1. Procedure and Disposition of any Remaining Property. Voting on the Dissolution of the Organization can only be accomplished by written consent of not less than two thirds of the Regular, Family and Lifetime members of the Club who are in good standing at the time of the vote. For a vote to be counted it must be received by the designated ballot counter by the established cutoff date. 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 or any proceeds thereof nor any assets of the Club shall be distributed to members of



the Club. After settlement of Club debt, its property and assets shall be given to a charitable organization to benefit dogs. The Board of Directors shall select this organization.

## Article X

### Order of Business

SECTION 1. Club Meetings. 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 the last meeting

Report of President

Report of Membership Secretary

Report of Recording Secretary

Report of Treasurer

Reports of Committees

Election of Officers and Board (at biennial meetings)

Election of New Members (ratification of previous Board action)

Unfinished Business

New Business

Adjournment

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

Minutes of the last meeting

Report of the Recording Secretary

Report of the Membership Secretary

Report of the Treasurer

Reports of Committees

Unfinished business

Election of New Members (if necessary)

New business

Adjournment

## Article XI

### Parliamentary Authority

SECTION 1. Application of, and exceptions to, Roberts Rules of Order. The rules contained in the current edition of Roberts 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.