

# The Pekingese Club of America Bylaws

(These are the most recently amended Bylaws as approved by the AKC on February 7, 2020)

## A New York Not for Profit Corporation

**Date of Incorporation: 05- 01-1909**

### ARTICLE I

#### NAME, PURPOSES, NOT FOR PROFIT

**A. NAME.** The name of the Corporation shall be The Pekingese Club of America, hereinafter referred to as “the Club.”

**B. PURPOSES.** The purposes of the Club shall be:

1. To define and publish a description of the Pekingese as the standard of the breed for approval by the American Kennel Club;
2. To encourage and promote, through selective breeding, the appearance, soundness, health and temperament of the Pekingese as described in the standard for the breed and approved by the American Kennel Club;
3. 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 Pekingese shall be judged;
4. To encourage the organization of regional Pekingese Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
5. To encourage and conduct specialty shows under the rules and regulations of The American Kennel Club;
6. To do all in its power to encourage sportsmanlike competition;
7. To mentor, support and guide those wishing to learn about Pekingese.

**C. NOT FOR PROFIT.** No part of the assets or income of the Club shall be distributed to or inure to the benefit of any member or individual.

### ARTICLE II

#### MEMBERSHIP

**A. ELIGIBILITY.** There shall be 5 types of membership in the Club open to individuals who ascribe to the purposes of the Club and its Code of Ethics and who are in good standing with the American Kennel Club. All members shall have all of the privileges of membership except as expressly limited by their membership type. Only those members with the right to vote shall be counted in determining quorum requirements.

**1. Regular.** For individuals 18 years of age or older who live in the United States, its territories or possessions and who are either currently showing and/or breeding Pekingese

or who have a documented history of having done so.

**2. Associate.** For individuals 18 years of age or older who live in the United States, its territories or possessions and who either do not have a history of breeding and/or showing Pekingese or who were regular members who have ceased breeding and/or showing Pekingese and who have elected to move to this membership type so as not to affect Club quorum requirements Associate members may not vote or hold office.

**3. International.** For individuals 18 years of age or older who do not live in the United States, its territories or possessions. International members may not vote or hold office.

**4. Junior.** For individuals under 18 years of age who are interested in Pekingese. Juniors may not vote or hold office.

**5. Life.** The Board of Directors may elect a Regular Member who has been a member of the Club for at least twenty five years and who has rendered exceptional service to the Club or the breed to this membership type. One cannot qualify for Life membership simply on the basis of years of membership and number of champions bred or finished but must qualify on the basis of documented service to the Club or to the breed. Not more than 2 Life memberships may be conferred in any 1 calendar year and there shall be no more than a total of 25 Life members in the Club at any given time. A Life Member has all of the privileges of a Regular Member with one exception: A Life Member does not pay dues for the remainder of his life.

**Ineligibility:** No applicant who resigned from the Club while disciplinary charges were pending against him or who was expelled from the Club shall be considered for membership until the expiration of 3 years from the date of such resignation or the effective date of such expulsion. No applicant who is the spouse, parent, child, sibling, or who resides with a person who has been suspended or expelled from the Club or who resigned from the Club while disciplinary charges were pending against him shall be considered for membership until the expiration of such suspension or for 3 years from the date of such resignation or the effective date of such expulsion.

**B. CHANGES OF MEMBERSHIP TYPE.** A Regular Member who no longer lives in the United States, its territories or possessions shall immediately apply for an International membership. If a member fails to apply for such a membership type change himself, he will be placed in the appropriate membership category by the Board. Other members whose circumstances change may submit a new application to the Treasurer for the membership type in Article II A for which they now qualify. A member who changes membership type shall not be required to pay an application fee and shall pay only the increase in dues, if any, for the new membership type when submitting the new application.

## **C. ELECTION TO MEMBERSHIP.**

**1. Application for Regular, International, Associate and Junior Membership.** Each applicant to Regular, International, Associate or Junior membership shall apply on a board-approved form which is available on the Club website and from the Corresponding Secretary. The form shall provide that the applicant agrees to abide by these Bylaws, by the Club's Code of Ethics and by the rules of the American Kennel Club. The information required on the

application shall include (but not be limited to) the applicant's name, address, country of residence, telephone number, email address, the type of membership being applied for, and date of birth if the application is for Junior Membership. The application shall be signed by the applicant and by two Regular Member sponsors of the applicant who shall not be of the same household or same immediate family as the applicant or each other. Applicants for Regular membership shall provide documentation as determined by the Board of Directors to establish their activities in showing and/or breeding Pekingese.

**2. Submission of Application and Election to Membership.** The applicant shall submit his application, a nonrefundable application fee and the dues payment for the current year to the Club Treasurer. The Treasurer will retain copies of all applications until each applicant is voted upon by the Board and will forward the originals to the Corresponding Secretary for archiving. The applicant's name, city, state and sponsors' names shall be published in the next official publication of the Club for member comment on the application to be made in writing to the Corresponding Secretary within 21 days of publication. After the comment period expires, the application shall be presented by the Corresponding Secretary at the next meeting of the Board of Directors. Affirmative vote by secret ballot by 2/3 of the directors present at a meeting of the Board shall be required to elect the applicant to membership. An applicant for Regular membership whom the Board determines lacks sufficient experience in showing and/or breeding may be admitted to Associate membership.

**3. Notification of Board Action on Application.** The Corresponding Secretary shall promptly notify the applicant and his sponsors of the membership type to which he was admitted or that he was not admitted to membership. If the applicant was not admitted to membership, the Corresponding Secretary shall notify him and his sponsors that the application may be presented by one of his sponsors at the next annual meeting of the club. An affirmative vote by secret ballot of three-fourths of the members present and voting shall be required to elect an applicant. An applicant who was not elected to membership by the Board of Directors or by the membership at the annual meeting shall have his dues for the current year refunded. He may reapply for membership twelve months after his dues were refunded.

**4. Election to Life Membership.** A Regular member believed to have the qualifications stated in Section A 5 may be nominated for Life membership via a letter or letters submitted to the Recording Secretary by one or more Board Members who are not immediately related to and who do not reside with the nominee or each other. The letter(s) of nomination must list the specific activities of the nominee which the sponsoring Board Member(s) believe qualify the nominee as having rendered exceptional services to the Club and/or the breed. The Board of Directors shall verify the qualifications of the proposed Life Member. Upon verification of the qualifications of the nominee, the Board of Directors shall approve or deny the nomination. Affirmative vote by secret ballot of 2/3 of the board members present at a meeting of the board shall be required to elect the nominee. The Corresponding Secretary shall notify the nominee and his sponsors of the board's decision.

**D. DUES.** The fiscal year of the club shall begin on January 1 and end on December 31. Membership dues amounts for each membership type shall be determined annually by the Board of Directors and shall not necessarily be equal among the membership types. If the board takes no action, dues shall remain at the same amount as they were in the preceding

year. Dues shall be payable on or before December 1 of each year. During the month of September, the Treasurer shall send each member a statement of his dues for the ensuing year. The Treasurer shall send a second dues statement on or before November 1 to those members whose dues are not yet paid. The Treasurer shall send a third and final notice by first class mail on or before December 1 to those members whose dues remain unpaid, giving notice that Club membership will terminate at midnight on December 31st if the member's dues are not received by the Treasurer on or before December 31, which is the end of this 31 day grace period. Those members elected to membership after September 1 shall be considered to have their dues paid for the following year.

**E. TERMINATION OF MEMBERSHIP.** Members may be terminated by:

**1. Resignation.** Any member may resign from the Club upon written notice to the Corresponding Secretary.

**2. Lapsing.** A membership shall be considered as lapsed and automatically terminated if such member's dues have not been received for the ensuing year by the Treasurer on or before December 31. In no case may a person be entitled to vote whose dues are unpaid as of the date of that meeting.

**3. Expulsion.** A membership may be terminated by expulsion as provided in Article VIII of these Bylaws. Termination of membership shall not void any debt owed to the Club.

### **ARTICLE III MEMBERSHIP: MEETINGS AND VOTING**

**A. MEMBERSHIP MEETINGS.** The annual membership meeting of the Club shall be held in conjunction with the Club's national specialty show, at a place, date and hour designated by the Board of Directors, providing it is held within the same locale as, and within 2 days of, the date of the national specialty show. In the event the Club holds another specialty show more than 90 days from the date of the national specialty show, the Board of Directors may, at its discretion, schedule an additional membership meeting in conjunction with such specialty show with the same requirements as to date and place as for the annual membership meeting.

**1. Membership Quorum.** Unless expressly stated otherwise in these Bylaws 10% of the Eligible Members shall constitute a quorum for the transaction of business at any membership meeting. If no quorum is present, the meeting shall not be called to order. If the quorum is lost after the meeting begins, the meeting shall be adjourned.

**2. Notice of Membership Meeting.** Written notice of any membership meeting setting forth the date, time and place of the meeting, shall be mailed by the Corresponding Secretary by first class mail through the United States Postal Service to each Eligible Member at least 30 days and no more than 60 days prior to the date of the meeting.

**3. Alternative Notice of Membership Meeting.** Any Eligible Member may waive receiving notice of membership meetings from the Club by first class mail through the United States postal service by signing a release approved by the Board of Directors and returning it to the Treasurer or the Corresponding Secretary. This release must specify:

- a. an email address or a facsimile address to which the member requests that all notices of meetings from the Club be sent;
- b. that all meeting notices sent to this address by the transmission means designated will be effective notice for all purposes to the member when a facsimile transmission or electronic transmission is confirmed; and
- c. that the member waives his right to receive any meeting notices by first class mail through the United States Postal Service.

It is the sole responsibility of each member to maintain current address and contact information with the Club. Once the waiver has been given, it shall remain in effect until the member sends written notice to the Treasurer or Corresponding Secretary of any requested change.

## **B. MEMBERSHIP VOTING.**

**Eligibility.** Only those members of the Club eligible to vote and in good standing (which means the member's dues are paid for the current year; the member is not indebted to the Club; and the member is not under suspension from the Club or AKC) and hereinafter referred to in these Bylaws as "Eligible Member(s)", shall be entitled to be a candidate, to vote in any Club election, to sign any petition, or to serve on the Board of Directors.

**1. Voting.** Eligible Members shall have one vote, to be cast in person at meetings of the membership or by mail ballot. The Board will take under consideration matters adopted by a quorum of members at a membership meeting. There shall be no voting by proxy. There shall be no voting by mail except: (1) for the election of the Directors; (2) for the election of the Regular Judge and Sweepstakes Judge for Club's national specialty show; (3) for the revision of the Breed Standard; (4) for the amendment of these Bylaws (hereinafter referred to collectively as "Member Ballots"); and (5) for such other items as a majority of the Board of Directors elects to submit to the membership for its approval or opinion (hereinafter referred to as "Board Ballots"). The Board shall annually set a ceiling on the maximum compensation, including fees and reimbursement of expenses which the Club will pay to judges. Except as otherwise provided in these Bylaws, a majority of the Eligible Members returning ballots shall decide any issue. A member elected to membership in the Club after a ballot has been mailed is not eligible to vote on that ballot. The Corresponding Secretary shall send notices concerning nominations, balloting or Club meetings only to Eligible Members.

**2. Selection of Tellers.** The Board shall, prior to mailing any Member Ballots, make arrangements for a tellers committee, consisting of three members, one of whom must be a PCA member, to receive the ballots, count them and report the results in accordance with the current version of Robert's Rules of Order, Newly Revised and these Bylaws. No member of the Tellers Committee or member of their household and/or family shall have a vested interest in the outcome of the vote nor be a candidate in the election. The Tellers shall designate one of their members as the Tellers Chair to receive the ballots and shall notify the Corresponding Secretary of the name and address of the Tellers Chair.

### **3. Voting by Mail.**

a. Voting on Member Ballots shall be conducted by secret ballot. Member Ballots shall be dated and sent out by the Corresponding Secretary to all Eligible Members as of the date of

the ballot and shall be returned to and received by the Tellers Chair not later than thirty days after the date of the ballot.

**b.** Board Ballots shall have the same requirements but may be returned to the Corresponding Secretary to be counted.

**c.** Included with the ballot shall be:

**1)** an envelope marked "Ballot"; and

**2)** a return envelope addressed to the Tellers Chair or the Corresponding Secretary, as the case may be, bearing the member's name in the upper left hand corner of the envelope into which the member shall place the ballot envelope.

**d.** Only one member's ballot shall be placed in each ballot envelope and return envelope.

**e.** When the Corresponding Secretary mails the ballots to the Eligible Members, he shall also mail to the Tellers Chair the following items:

**1)** a current membership list of Eligible Members;

**2)** a copy of Article III B 3 from the Club Bylaws; and

**3)** the applicable pages of the current version of Roberts Rules of Order, Newly Revised which state how the ballots are to be counted.

**f.** Tellers Process:

**1)** The Tellers Chair receiving the ballots will hold them unopened until the deadline for the ballots has been reached.

**2)** Ballots received after the 30 day deadline are invalid and shall be left unopened and put aside.

**3)** The Tellers will verify the unopened returned ballot envelopes against the membership list received from the Corresponding Secretary by checking off each name for which they have a returned ballot envelope and preserving this list with the names which have been checked off. Returned ballot envelopes without a member's name on it or with a name that is not on the membership list shall be left unopened and set aside.

**4)** The Tellers will open the ballot envelopes and tally them in accordance with the pages provided from the current edition of Robert's Rules of Order, Newly Revised. Any ballot envelope containing more than one ballot shall not be counted but shall be set aside and preserved with the multiple ballots in it.

**5)** The Tellers shall prepare a report of the results of the balloting. All three tellers shall sign the report. The Tellers Chair shall promptly send this report to the Corresponding Secretary no later than 30 days after the deadline for returning the ballots.

Exception: In the case of the Annual Election of Directors, the Tellers Chair shall email the signed report of the election results to each board member and to each candidate no later than December 21.

**g.** The Corresponding Secretary shall promptly inform the Board of the results and shall inform the membership of the results by posting them on the password protected members-only portion of the Club's website within 7 days of receiving them.

**h.** All envelopes and ballots together with the membership list supplied by the Corresponding Secretary which the Tellers used in order to check off the eligibility of voters and all tally sheets shall be preserved by the Tellers Chair for 6 months from the date the election results were reported to the membership. If no written dispute of the election has been received by the Corresponding Secretary within such 6 month period, the Corresponding Secretary shall notify the Tellers Chair that all documents associated with the election shall be destroyed.

**4. Electronic Voting.** If permitted by New York state law, the Board may elect to use an independent firm as defined in Article III B (2) to electronically conduct the mail balloting authorized by these Bylaws, provided:

**a.** An Eligible Member has a signed written authorization on file with the Corresponding Secretary, which provides that:

**1.** He agrees to electronically receive from and electronically return his ballots to the independent firm;

**2.** He releases the Club from any liability should he receive his electronic ballot late or not at all or should his electronic ballot not be received or counted by the independent firm due to circumstances beyond the Club's or the independent firm's control;

**3.** His authorization will remain in effect until such time as he files a signed, written revocation or change of his authorization with the Corresponding Secretary.

**b.** The independent firm has a method to identify each Eligible Member and to ensure that only Eligible Members actually vote and that each such member votes only once;

**c.** The independent firm agrees that how an Eligible Member's vote was cast shall not be disclosed under any circumstances unless ordered to by a court of law;

**d.** All dates, time periods and reporting requirements in this Article shall also apply to electronic balloting; and

**e.** The independent firm agrees to comply with the dates, time tables and requirements for reporting the election results set out in this Article III B

**(3).** The Corresponding Secretary shall notify all Eligible Members who have signed authorizations for electronic voting of the information needed to vote electronically at least 10 days prior to the start of the electronic voting. The Corresponding Secretary shall send ballots as provided in these Bylaws to those Eligible Members who have not signed authorization for electronic voting. The electronic poll shall open on the same date the ballots are mailed and shall close on the same date specified in the mailed ballot as the deadline by which the ballots must be received by the Tellers Chair or the Corresponding Secretary.

#### **ARTICLE IV CLUB MANAGEMENT - DIRECTORS AND OFFICERS**

**A. MANAGEMENT.** The property and general management of the Club shall be vested in the Board of Directors.

**B. CLUB YEAR.** The Club's official year shall begin on January 1 and end on December 31.

**C. BOARD OF DIRECTORS.** The Board of Directors of the Club (the Board) shall consist of 12 directors each of whom has been an Eligible Member for at least two years prior to his election or appointment to the board. Each elected director's term shall begin on January 1 following his election and he shall serve a term of three years and until his successor is elected and takes office. Each retiring director shall turn over to his successor in office all properties and records relating to his office not later than 30 days after his successor takes office. These directors shall be classified into three classes so that 4 directors are elected each year.

**D. ELECTION OF OFFICERS.** In January of each year, the Board shall elect from its members, the following officers who shall serve a one-year term and who shall serve until their successors are elected and take office: President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary. The board may also elect a Delegate to the American Kennel Club who may, but is not required to, be a Director of the Club. Any retiring officer shall turn over to his successor in office all properties and records relating to his office not later than 30 days after his successor takes office.

**E. RESPONSIBILITY AND LIABILITY OF DIRECTORS AND OFFICERS.** Directors and Officers shall perform the duties of their respective positions in good faith and with the care an ordinary prudent person in like position would exercise under similar circumstances (NY-NPC Section 717). Except as provided by New York Not For Profit Corporation Law, no person serving without compensation as a Director or Officer of the Club shall be liable to any person, other than the Club itself. NY-NPC Section 720(a).

**F. DUTIES OF OFFICERS.** The Club's officers shall serve in their respective capacities both with regard to the Club and its meetings and the board and its meetings.

**1. President.** The President shall preside at all meetings of the Club and of the Board and shall be a member ex-officio with the right to vote on all committees except the Nominating Committee. He shall have the powers and duties normally appurtenant to the Office of President in addition to those particularly specified in these Bylaws.

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

**3. Recording Secretary.** The Recording Secretary shall: keep a record of all meetings of the Club and of the Board; send and receive all board correspondence including that required to carry out the resolutions and motions adopted by the Board but excluding correspondence between the Board and the membership; give notice of all board meetings; arrange board telephone conference calls; conduct all board balloting; notify all committee chairs of their appointment and the duties of their committee; and keep a record of all committee reports.

**4. Corresponding Secretary.** The Corresponding Secretary shall: be the recipient of all correspondence from the general public directed to the Club except as other-wise specified in these Bylaws; send and receive all correspondence between the Board and the membership

including notice of any membership meeting; conduct all membership voting in accordance with these Bylaws; send membership applications to those requesting them; review completed membership applications received from the Treasurer for compliance with these Bylaws; notify applicants of board action on their applications; keep the membership roll provided by the Treasurer current by receiving and recording any changes in membership type, addresses and contact information from the membership and shall notify the Treasurer of such changes; keep the Club's web site current as to board member, officer and membership information; and handle all correspondence related to any disciplinary proceeding.

**5. Treasurer.** The Treasurer shall: keep a roll of the members of the Club segregated by membership type and forward a current roll to the Corresponding Secretary by January 10 of each year; collect and receive all moneys due or belonging to the Club; receive all membership applications with dues and application fees and promptly forward such applications to the Corresponding Secretary to be checked for compliance with these Bylaws; deposit all Club moneys in a bank approved by the Board in the name of the Club; maintain complete and accurate records and books of account which shall at all times be open to inspection by the directors; maintain a current inventory of all properties owned by the Club and the location of said property; provide written financial reports accompanied by the most current financial statements at every meeting of the Board but no less than quarterly to the Board on the condition of the Club's finances; provide at the annual membership meeting an accounting of all moneys received and expended, a profit and loss statement and a balance sheet for the previous fiscal year for the members' inspection and, if the annual membership meeting occurs after May 1 of the year, also provide a profit and loss statement for the period from January 1 of the year through the end of the month preceding the annual membership meeting. The Treasurer shall be bonded in an amount as the Board shall determine.

**6. American Kennel Club Delegate.** The Delegate to the American Kennel Club is expected to attend the meetings of the Delegates of the American Kennel Club; to promptly notify the Board of any upcoming votes in the Delegate Body and the issues involved; to represent the directive of the Board, if any, on matters requiring a vote and report to the membership at the annual membership meeting the proceedings of the American Kennel Club.

**G. VACANCIES.** Any vacancy occurring in the Board of Directors shall be filled until the next annual election by an Eligible Member selected by a majority vote of the remaining members of the Board; except that a vacancy in the office of the President shall automatically be filled by the Vice President and the resulting vacancy in the office of the Vice President shall be filled by the board.

**H. COMPENSATION.** Directors will receive no compensation for their services.

## **ARTICLE V BOARD OF DIRECTORS - MEETINGS AND VOTING**

### **A. BOARD MEETINGS.**

**1. Annual Board Meeting.** The Board of Directors shall meet in person within a period of 5 days preceding the annual membership meeting of the Club. A majority of the Board shall determine the specific date, time and place of the annual board meeting providing it is held within the time period specified above and in the same locale as the annual membership meeting.

**2. Regular Board Meetings.** The Board of Directors may hold such other regular meetings at such dates, times and places as a majority of the Board of Directors may determine. By resolution, the Board of Directors may schedule regular meetings at fixed intervals and times. By resolution, the Board of Directors shall designate the date and time of a regular board meeting between January 2 and January 16 of each year for the purpose of electing its officers for the ensuing year. These additional regular meetings may be conducted either in person or by means of a conference call as defined in Article V A 4.

**3. Special Board Meetings.** Special meetings of the Board of Directors may be called by any four directors. Special meetings, unless held in conjunction with a regular in-person board meeting, shall be conducted by telephone only as defined in Section A 4 of this Article. The person(s) calling the special board meeting shall prepare an agenda with the specific resolutions he or they seek to have considered which shall be sent by the Recording Secretary with the notice of the meeting. No items of business not on the agenda shall be discussed at the special board meeting.

**4. Telephone Board Meetings.** Subject to the provisions for notice required by these Bylaws, the Board may hold its meetings (except for the annual board meeting) by means of conference telephone or similar communications equipment provided that the following conditions are met:

- a. The conference call shall be coordinated through the office of the Recording Secretary.
- b. All members of the Board must be provided the information to access the conference equipment at the same time as they are given notice of the meeting.
- c. All persons participating in the meeting can simultaneously hear each other.
- d. Attendance and all votes shall be taken by roll call unless a secret ballot is requested. If a secret ballot is requested, either the Board may elect to use an online electronic polling service, or the Recording Secretary shall mail the ballots no later than seven days after the meeting, and the ballots must be returned to and received by the Recording Secretary within 21 days of the date of the ballot, which shall be dated with the same date that the Recording Secretary mailed the ballots.
- e. The Recording Secretary shall prepare and distribute the minutes of such meeting within fourteen (14) days of the meeting or within 10 days of the date a written ballot is required to be returned to the Recording Secretary if a written ballot is sent out.
- f. Once authorized in a board meeting, all business of the Board and any balloting may be carried out by telephone conference call, mail, email or fax.
- g. Participation in the meeting constitutes presence in person at the meeting.

**5. Notice of All Board Meetings.** Written notice of the date, time, and place of the annual board meeting and of the date and time and all information necessary to access the telephone conference call for any regular or special board meeting shall be sent by the Recording

Secretary to each board member at least 14 days and no more than 60 days before the meeting. No additional notice of regular meetings regularly scheduled by board resolution is required other than the notice itself except that the Recording Secretary shall send to any newly elected board member who is not a returning board member the resolution authorizing the January board meeting and any resolution establishing the interval and times of regular board meetings.

**6. Emergency Board Action.** In the event of a bona fide emergency where the 14-day notice requirement of Article V A 5 above is not possible, the President shall describe the emergency in writing, shall set out the resolutions that need to be adopted to address the emergency, and shall send them to the Recording Secretary. The Recording Secretary shall then email this information to all board members for a poll and shall request that each board member vote in the poll within the next 24 hours. At the next regular board meeting, the Recording Secretary shall report who voted in the poll, how they voted and the resulting action taken, if any. If any action was taken, the Board shall vote whether to ratify the action taken.

**7. Board Action Without a Meeting.** As permitted by New York Not-for-Profit Corporation Law Section 708, any action required or permitted to be taken by the Board may be taken without a meeting if, by procedure coordinated by the Recording Secretary, all members of the Board consent unanimously in writing submitted by fax, traditional mail or email to the adoption of a resolution authorizing the action. The resolution will not take effect until the written consents of all board members have been received by the Recording Secretary. The resolution and the written consents of the Board shall be filed by the Recording Secretary with the minutes of the proceedings of the meeting.

## **B. BOARD VOTING.**

**1. Quorum of the Board.** A majority of the members of the current Board of Directors constitutes a quorum of the board for the transaction of business. If no quorum is present, the meeting shall be adjourned.

**2. Board Voting.** Each director shall have one vote. There shall be no voting by proxy. Items voted on by telephone conference call, mail, email or fax must be confirmed in writing by the Recording Secretary within 10 days of the deadline for a response and must be included either with the minutes of the meeting where the vote was authorized or with the minutes of the next regular meeting.

## **ARTICLE VI ANNUAL NOMINATIONS AND ELECTION OF DIRECTORS**

### **A. NOMINEES AND NOMINATION.**

**1. Qualification of Nominees.** No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. All nominees, whether selected by the nominating committee, nominated by petition or appointed to fill a vacancy on the Board, shall have the following qualifications: they shall have been an Eligible Member of the Club for the two years preceding nomination or appointment, and if being re-nominated as a director, the nominee shall have attended 50% of the annual board meetings and shall have

participated in at least 2/3 of the remainder of the meetings of the Board of Directors during his term as a director. No person may be a candidate for more than one position. It shall be the duty of the Corresponding Secretary to verify the qualifications of each nominee or appointee.

**2. Selection of the Nominating Committee.** A Nominating Committee shall be selected by the Board of Directors before June 15. The committee shall consist of 3 members from different areas of the United States and 2 alternates. All 5 shall be Eligible Members and no more than 1 may be a member of the current Board of Directors. The Board shall name a chairman for the committee. The Nominating Committee may conduct its business by mail, by email and/or by teleconference.

**3. Nominations by the Nominating Committee.**

- a. The Nominating Committee shall nominate from among the Eligible Members of the Club, one candidate for each director whose term on the Board of Directors is expiring or where a vacancy was filled by appointment by the Board;
- b. The Committee shall consider the geographical representation of the membership on the board to the extent practical to do so;
- c. The Committee shall assign each of its nominees to a class if more than one class will have a vacancy;
- d. The Committee shall ask each potential nominee if he/she would accept a nomination if his/her name were put forward to the Board by the Committee. When the Committee has secured the necessary acceptance(s), the Committee chairperson shall then submit the Committee's slate of candidates to the Corresponding Secretary by July 1 and will obtain approval of the slate from the Board of Directors. Should there be an objection by a current Board Member to one or more of the candidates submitted by the Nominating Committee, the Corresponding Secretary shall by mail or email poll the Board by requesting a written "yes" or "no" vote on the nominee(s) in question. Since this is a vote on an individual, the vote must be by secret ballot. If, and only if, a majority of the Board has voted "no" to placing the nominee(s) in question on the slate of candidates, the Nominating Committee shall be instructed to select another eligible candidate or candidates.
- e. When the slate has been approved by the Board, the Nominating Committee shall obtain the written acceptance of each of its nominees and shall inform each nominee that he may provide a statement (not to exceed 200 words) of the nominee's qualifications, experience and goals for the Club to the Nominating Committee no later than July 25;
- f. The Nominating Committee shall submit its slate of nominees together with their acceptance and statement of qualifications, if provided, to the Corresponding Secretary by August 1.

**4. Notice to Membership of Slate and Members Right to Run by Petition.** The Corresponding Secretary shall ensure that this slate, including the full name of each nominee, the nominee's full address, telephone number and email address, is sent to each Eligible Member on or before September 1 together with the provisions of Article VI, Sections 4 and 5.

**5. Additional Nominations.** Additional nominations of Eligible Members may be made by written petition addressed to the Corresponding Secretary and received at the Corresponding Secretary's regular address on or before October 1.

- a. Petitions must be signed by 10 Eligible Members.
- b. Petitions must specify the class to which the nominee is being nominated, the nominee's full address, telephone number and email address.
- c. Petitions must be accompanied by the written acceptance of each such nominee.
- d. If the nominee chooses, a statement (not to exceed 200 words) containing his qualifications, experience and goals for the Club may also be included.

**6. Nominations By Any Other Method.** Nominations shall not be made at the annual membership meeting or in any manner other than that provided above.

## **B. ELECTION OF DIRECTORS.**

**1. Election By Acclamation.** If no valid additional nominations are received by the Corresponding Secretary on or before October 1, no balloting will be required and the Nominating Committee's slate shall be declared elected as of January 1 on which date the new Board of Directors will begin its term.

**2. Election By Balloting.** If one or more valid nominations are received by the Corresponding Secretary on or before October 1, the Corresponding Secretary shall prepare a ballot listing all of the nominees in alphabetical order, complete with their full addresses, telephone numbers and email addresses. The Corresponding Secretary shall send each Eligible Member the ballot, a copy of Article III B 3(c), (d) and the statement from each nominee, if provided, by November 1. The Corresponding Secretary shall at the same time send the Tellers Chair the information required in Article III B 3 (e). The ballot shall state that it must be returned to the Tellers Chair on or before December 1.

**3. Results of the Election.** Results of the election shall be reported as provided in Article III B 3 (f) and (g). For each vacancy, the candidate receiving the greatest number of votes shall be declared elected. If at the time of his election, any elected candidate is for any reason unable to serve, such candidate's position shall be filled by the new Board of Directors in the manner provided in Article IV E. In the event of a tie vote, the winner shall be determined as soon as possible by a poll of the new Board of Directors conducted by the incumbent Recording Secretary.

## **ARTICLE VII COMMITTEES**

**A. COMMITTEE APPOINTMENTS.** Each year the Board may appoint committees to advance the work of the Club in such matters as dog shows, trophies, annual prizes and awards, membership, newsletter, judges' education and other fields which may be served by committees. Such committees shall always be subject to the final authority of the Board. At the first meeting of the Board after January 1, or as soon thereafter as practical, the President shall appoint, with the approval of the Board, committee chairpersons, except the Chairperson of the Nominating Committee. All members, whether or not eligible to vote who are in good standing may serve on any committee of the Club except the Nominating Committee, the Bylaws or Standing Rules Committee or any committee to review the breed standard. All properties of the Club and all work developed as a committee member while

serving on a committee of the Club is the sole property of the Club and shall be turned over to the Recording Secretary within 30 days of the resignation or termination of any committee member or at the completion of the committee's assignment

**B. TERMINATION OF APPOINTEES.** Any committee appointment, except the Nominating Committee, may be terminated with or without cause by the Board and subsequent notice to the appointee. The President may appoint successors to those persons whose service has ended by resignation or termination, subject to the approval of the Board.

## **ARTICLE VIII DISCIPLINE**

**A. AMERICAN KENNEL CLUB SUSPENSION.** Any member who is suspended from any of the privileges of The American Kennel Club shall automatically be suspended from all privileges of this Club for a like period.

**B. CHARGES.** Any member may bring charges against another member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges specifying the prejudicial misconduct supported by evidence must be filed in duplicate with the Corresponding Secretary and accompanied by a filing fee of \$200.00. This fee shall be forfeited if no part of the charges is sustained by the Board or Committee following a hearing, or if the board declines to entertain jurisdiction of the charges. The Corresponding Secretary shall promptly send a copy of the charges and supporting evidence to the defendant and request a written response to the charges within 30 days. Upon the expiration of said 30 days, the Corresponding Secretary shall send a copy of the charges and the response, if any, to each member of the board or present them at a board meeting. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or to the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board or a committee of not less than 3 members of the board, not less than 5 weeks nor more than 8 weeks thereafter. The Corresponding Secretary shall promptly send to the complainant and defendant, by certified mail, return receipt requested, notice of the hearing. This notice shall additionally state:

1. Each party and his witnesses may appear in person.
2. Any party may present his case, in writing (including copies of all written evidence) to the Corresponding Secretary and to the other party no less than 10 days before the hearing.
3. Any party or his witnesses may appear by telephone conference call, provided he notifies the Corresponding Secretary and the other party of this election, and he provides any written evidence the person appearing by telephone conference call wishes to have considered to the Corresponding Secretary and to the other party no less than 10 days before the hearing.
4. Neither party may be represented by legal counsel during the hearing.
5. The Board or Committee may decide to hold the entire hearing by telephone conference call and if so, the notice of such decision shall additionally advise all parties that any written

evidence any party wants the board or committee to consider must be submitted to the board or committee and to the other party no less than 10 days prior to the hearing.

**C. BOARD OR COMMITTEE HEARING.** The Board or Committee shall have complete authority to set other procedural and evidentiary rules, but both complainant and defendant shall be treated uniformly. Should the charges be sustained after the Board or Committee has heard all the evidence and testimony presented by complainant and defendant, the Board or Committee may, by a majority vote of those present, dismiss the charges, give the defendant a written reprimand or suspend the defendant from all privileges of the Club for not more than 6 months from the date of the hearing or until the next annual membership meeting if that will occur after 6 months. If the Board or Committee deems that punishment to be insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board or Committee has reached a decision it shall prepare a written statement of the charges, a summary of the evidence, a statement of the findings and its recommendations and file them with the Corresponding Secretary. The Corresponding Secretary shall promptly notify each of the parties in writing of the decision and penalty, if any. If any of the charges are upheld, the filing fee shall be refunded to the complaining party. If the Board or Committee recommended expulsion, a suspension shall not restrict the defendant from appearing before his fellow members at the next annual membership meeting at which the Board or Committee's recommendation is considered.

**D. EXPULSION.** Expulsion of a member from the Club may be accomplished only at the annual membership meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in VIII C. The President or a member of the committee shall read the charges, summary of the evidence presented and the findings and recommendation as prepared in VIII C above. The defendant, if present, shall be invited to speak on his own behalf but shall not present evidence. The Eligible Members present at the meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those voting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

## **ARTICLE IX AMENDMENTS**

**A. PROPOSAL.** Amendments to the Bylaws and to the Breed Standard may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary and signed by 20% of the Eligible Members. All proposed amendments shall be promptly submitted to the American Kennel Club for pre-approval before being voted upon by the Eligible Members. Amendments proposed by member petition shall be promptly considered by the Board of Directors and must be submitted to the Eligible Members with the recommendation(s) of the Board, if timely provided, by the Corresponding Secretary for a vote either within three months of the date the petition was received by the Corresponding Secretary or within seven days of the Corresponding Secretary's receipt of the American Kennel Club's written approval of the proposed amendment(s), whichever is later.

**B. ADOPTION.** The Corresponding Secretary shall mail a ballot to each Eligible Member or to the independent firm conducting electronic balloting. Said ballot shall contain the proposed amendment(s) on which the Eligible Member may indicate his choice for or against the proposed amendment(s). Notice with the ballot shall specify a date not less than 30 days after the date of mailing by which date the ballots must be returned to and received by either the Tellers Chair or the independent firm selected in accordance with the procedure on Electronic Balloting detailed in Article III B 4 and voting will close. The favorable vote of 2/3 of the Eligible Members who returned valid ballots shall be required to adopt any amendment.

**C. AKC APPROVAL.** No amendment to the 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 as is required by their bylaws.

## **ARTICLE X DISSOLUTION**

The Club may be dissolved at any time by the written consent of not less than  $\frac{2}{3}$  of the Eligible Members. 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 any members of the Club. After payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

## **ARTICLE XI ORDER OF BUSINESS**

**A. MEMBERSHIP 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 (may be done by sign-in sheet)
- Reading of the Minutes of last meeting
- Report of President
- Report of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Report of AKC Delegate
- Unfinished business
- New Business
- Adjournment

**B. BOARD MEETINGS.** At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Roll Call (may be done by sign-in sheet)
- Reading of minutes of last meeting
- Report of Recording Secretary

Report of Corresponding Secretary  
Report of Treasurer  
Report of AKC Delegate  
Reports of Committees  
Unfinished business  
Election of new members  
New Business  
Adjournment

**ARTICLE XII**  
**PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the statutes of the State of New York, these Bylaws or any other special rules of order the Club may adopt.