

## **Constitution and Bylaws of the Potomac Cairn Terrier Club**

### Constitution

#### Article I

##### Name and Purposes

1. The name of this Club shall be the Potomac Cairn Terrier Club.
2. The purposes of this Club shall be:
  - a. To perfect the Cairn Terrier by promoting discriminate breeding;
  - b. To preserve his working qualities while urging adherence to the breed standard;
  - c. To hold matches and shows under American Kennel Club rules and to support other shows;
  - d. To encourage sportsmanlike exhibition of Cairn Terriers;
  - e. To broaden the members' knowledge of Cairn Terriers and the sport by presenting educational programs; and
  - f. To be of service to members, fanciers, humane societies, and the general public, so far as Cairn Terriers are concerned.
3. The Club shall not be conducted for profit, and no profits or remainder from dues or gifts to the Club shall inure to the benefit of any individual.
4. The members of the Club shall adopt and may revise such bylaws to carry out these purposes as needed.

### BYLAWS

#### Article I Membership

1. Eligibility: There shall be four types of membership open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

Regular: Open to persons 18 years of age or older. The member enjoys all Club privileges including the right to vote and to hold office.

Household: Open to two persons 18 years of age or older who are members of a household. The members enjoy all Club privileges including the right to vote and to hold office.

Honorary: Open to persons 18 years or older. The member pays no dues and is not eligible to vote. However, such members can maintain regular/household membership if they pay dues.

Junior: Open to persons 10-17 years of age. The member is not eligible to vote or to hold office. Junior members may automatically convert to regular/household membership upon reaching their 18th birthday.

2. Election to Membership: Each applicant shall apply on a form prescribed by the Board of Directors, in which he/she agrees to abide by the Constitution and Bylaws of the Club and the rules of the

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American Kennel Club. The forms shall carry the endorsement of two members who are in good standing. The endorsers shall also enclose letters with the application giving background information on the applicant and an explanation of their acquaintance with him/her. All applications are to be filed with the Membership Chairperson who shall promptly report them, together with the names of the sponsors, to the members in writing. An applicant shall have attended at least two events of the Club in the 12 months before submitting an application. At the next Club meeting following such attendance and receipt of application materials, the applicant will be voted upon. The affirmative votes of three-quarters of the members present and voting shall be required to elect the applicant. Honorary members shall be recommended by the Board and voted upon in the preceding manner.

3. Dues: Membership dues shall be established by the Board of Directors and approved by a majority of the members present and eligible to vote at an Annual Meeting. Dues will be payable 30 days prior to the Annual Meeting. New members joining after July shall pay half dues for that year. The Treasurer, or designee, shall send statements of appropriate dues to all new members promptly after the meeting in which they were elected to membership. The new members shall have one month to submit payment. The Treasurer shall notify members who are one month in arrears, and those whose dues remain unpaid by the date of the Annual Meeting shall be dropped from the roll.
4. Resignation: A member in good standing may resign from the Club by writing to the Secretary.

### Article II

#### Club Meetings

1. Regular Meetings: Unless otherwise ordered by the Board of Directors, a minimum of 4 regular meetings of the Club [1 meeting per quarter] shall be held in the Washington Metropolitan Area at times and places designated by the Board. The Secretary shall mail written notice of each meeting at least ten days before the meeting. Notice may be by mail or e-mail. A quorum for a meeting of the Club shall be 20% of the local members in good standing. [Local is defined as within 50 miles of the White House.]
2. Annual Meeting: The meeting in the first quarter shall be the Annual Meeting, at which annual reports of officers and committees are received and officers and directors are elected. A quorum for the Annual Meeting shall consist of 33% of the number of local members in good standing.
3. Special meetings: Special meetings may be called by the President, or by three members of the Board. The Secretary shall call a meeting upon receiving a petition signed by five members of the Club. At least five days before the meeting; the Secretary shall mail written notice of the meeting. The notice shall state the purpose of the meeting, and no other business may be transacted thereat.
4. Voting: Each regular and household member in good standing shall be entitled to one vote. No member may vote whose dues are unpaid at the time of the voting. Proxies are not permitted.

### Article III

#### Officers and Board of Directors

1. Board of Directors: The Board of Directors, hereafter known as "The Board", shall be composed of the President, Vice-President, Secretary, Treasurer, and three Directors, all of whom shall be members in good standing. The Officers and three Directors shall be elected at the Annual Meeting as provided in Article IV, and shall serve for one year or until their successors are elected. The retiring President

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shall be a non-voting member of the Board for one year following his/her retirement from office. General management of the Club's affairs shall be entrusted to the Board.

The Board shall fill all vacancies until the next annual election except that when the office of President becomes vacant; the Vice-President shall automatically become President, and the resulting vacancy in the office of Vice-President shall be filled by the Board.

Meetings of the Board shall be held in the Washington Metropolitan Area at least quarterly. The Secretary shall give notice of each meeting at least five days before the meeting. A quorum shall consist of a majority of the members of the Board, not counting the retiring President. Members of the Board are expected to attend at least three meetings of the Board in each year.

Officers: The officers of the Club shall be a President, a Vice- President, a Secretary and a Treasurer.

The President shall preside over meetings of the Club and the Board. He/she shall act as chief spokesperson and representative of the Club and the Board, and shall have such other duties as are specified in the bylaws.

The Vice-President shall have the powers and duties of the President when the President is absent or incapacitated. He/she shall serve as chairperson of the program committee.

The Secretary shall keep a record of all proceedings of the Club and the Board. The Secretary or designee shall keep a roll of the members and their addresses. He/she shall send to the members the minutes of the Annual Meeting and the Treasurer's annual report and shall report to them the business transacted at meetings of the Board. The Secretary shall promptly notify officers and directors of their election to office and the Board, and committee members, delegates, and other appointees of their appointment, and shall carry out such other duties as are prescribed in these bylaws. He/she shall send notices of meeting to the members and shall conduct the general correspondence of the Club.

The Treasurer shall collect and receive all monies due or belonging to the Club. He/she shall deposit it in a bank designated by the Board in the name of the Club. The Treasurer's books shall be open to inspection by the Board at all times, and the Treasurer shall report at every meeting the condition of the Club's finances and every receipt or payment not previously reported. At the Annual Meeting, the Treasurer shall give an account of monies received and paid during the year. The Treasurer shall also send to each member a statement of his/her dues for the coming year at least 60 days prior to the Annual Meeting.

### **Article IV**

#### **Nominations and Elections**

1. Officers and Directors: Officers and directors shall be elected at the Annual Meeting by secret, written ballot. The nominated candidate who receives the most votes for each office and the three nominated candidates, who receive the most votes for director positions, shall be declared elected. The ballot may be dispensed with when there is only one nominee for each office and only three nominees for the three directors on the Board.

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2. Nominations: During the month of November the Board shall appoint a nominating committee, which shall consist of three Club members and two alternates, not more than one of who shall be a member of the Board. The Secretary shall promptly notify them of their appointment.
  - a. The Board shall name a committee chairperson and it shall be that person's duty to call a committee meeting, which shall be held on or before December 15.
  - b. Before the first of January, the committee shall nominate one candidate for each office and three candidates for the three director positions, and after obtaining the consent of each nominee, shall promptly report to the Secretary in writing.
  - c. The Secretary shall notify the members of the Club in writing of the committee's nominations before the fifteenth of January.
  - d. Until the fifteenth of February, any member may submit additional nominations in a signed petition addressed to the Secretary, after obtaining the consent of each such nominee.
  - e. No person may be a candidate for more than one position.
  - f. At least seven days before the Annual Meeting, the Secretary shall notify the members in writing of all additional nominations submitted.
  - g. Nominations may not be made at the Annual Meeting or other than as provided in this document.

### Article V

#### Committees and Other Appointments

1. CTCA Delegate: The Board shall appoint a delegate to the Cairn Terrier Club of America and an alternate.
2. Committees: The Board may appoint other committees to carry on the work of the Club. It may also appoint persons to serve in such capacities as editor, trophy steward, and other non-elective positions. Committees, delegates and appointees shall be subject to the authority of the Board and shall report to it at its meetings.
3. Termination of Appointment: Any appointment may be ended by a majority vote of the full Board.

### Article VI

#### Discipline

1. AKC/CTCA Suspension: Any member who is suspended from the privileges of the American Kennel Club or the Cairn Terrier Club of America shall automatically be suspended from the privileges of this Club for a like period.
2. Charges: Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed with the Secretary, together with a deposit of ten dollars. The deposit will be forfeited if the Board does not sustain the charges after a hearing. The Secretary shall present the charges at a meeting of the Board, and the Board shall first consider whether the actions alleged in the charges would constitute conduct prejudicial to the best interests of the Club or the breed. If the Board decides they would not,

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it may refuse to take jurisdiction. If it takes jurisdiction, it shall fix a date for the Board hearing three to six weeks thereafter.

3. **Board Hearing:** The Secretary shall promptly send one copy of the charges to the accused by registered mail, together with a notice of the hearing and assurance that he/she may appear in his own defense and may bring witnesses. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated alike in that regard. If the charges are sustained by the Board after all the evidence and testimony is taken, it may, by a majority vote of its members present, suspend the defendant from all privileges of the Club for as long as six months from the date of the hearing. If it deems that punishment insufficient, it may recommend expulsion. Immediately after the hearing, the Board's findings shall be put in writing and filed with the Secretary. The Secretary, in turn, shall notify each party of the Board's decision.
4. **Expulsion:** Expulsion of a member may be done only at a meeting of the Club, upon the Board's recommendation. Such proceedings shall be held within thirty to sixty days after the date of the Board's recommendation for expulsion. No evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendation, and shall invite the defendant, if present, to speak in his/her own behalf. The meeting shall then vote by secret, written ballot on the proposed expulsion. A two-thirds vote of those present and voting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall still stand.

### Article VII Amendments

1. **Voting Requirements:** This Constitution and these Bylaws may be amended by a two-thirds vote of those present and voting, provided that notice of the proposed amendments has been sent to the members at least two weeks prior to the vote.
2. **Proposing Amendments:** Amendments may be proposed by the Board or by petition addressed to the Secretary signed by one-fifth of the members. Amendments proposed by petition shall be considered promptly by the Board and, together with the Board's recommendations, must be submitted by the Secretary to the members for a vote within three months.

### Article VIII Dissolution

The Club may be dissolved at any time by the written consent of not less than two-thirds of the 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, nor any proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club; but after payment of the debts of the Club, its property and assets shall be given to the Foundation of the Cairn Terrier Club of America or a similar charitable organization selected by the Board. Monies in the Potomac Cairn Terrier Club's Rescue Fund shall be transferred to the Cairn Terrier Club of America Rescue Fund.

### Article IX Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Potomac Cairn Terrier Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order.