

CAIRN TERRIER CLUB OF NORTHERN CALIFORNIA INC

BYLAWS

ARTICLE I.
NAME AND AFFILIATION

- SECTION 1. The name of the club shall be the Cairn Terrier Club of Northern California hereinafter referred to as the CTCNC.
- SECTION 2. This club shall be a member of the Cairn Terrier Club of America, Inc., affiliated with the American Kennel Club, Inc., and shall be an autonomous organization.
- SECTION 3. The objectives of CTCNC shall be:
- (a) to encourage and promote quality in the purebred breeding of Cairn Terriers and to do all possible to bring their natural qualities to perfection;
 - (b) to urge club members and breeders to accept the Breed Standard as defined by the Cairn Terrier Club of America and approved by the American Kennel Club as the only standard of excellence by which the Cairn Terrier shall be judged;
 - (c) to strive to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, field trials, and obedience trials;
 - (d) to conduct sanctioned matches, specialty shows, and obedience trials under the rules of the American Kennel Club.
- SECTION 4. The CTCNC shall not be conducted or operated for profit and no dues or donations to the Club shall inure to the benefit of any member or individual.
- SECTION 5. The members of the CTCNC shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

ARTICLE II.
MEMBERSHIP

- SECTION 1. Eligibility. There shall be four types of membership open to persons who subscribe to the purposes of this Club: regular, associate, junior associate, and honorary.
- (a) Regular Members - open to persons 18 years of age or older; must have been an associate for one year. These individuals may vote, hold office, and enjoy all privileges of CTCNC.
 - (b) Associate Members - new members who remain in this status for one year and have all the privileges of the Club with the exception of eligibility to vote, hold office, or serve as a member of the nominating committee.
 - (c) Junior Associate Members- open to persons 10 through 17 years of age who have all the privileges of the Club with the exception of eligibility to vote, hold office, or serve on the nominating committee. At age 18, and after having been a junior associate member for one year, become regular members
 - (d) Honorary Members, Board Recommended - open to persons 18 years of age and older. These individuals pay no dues and have all the privileges of the Club with the exception of eligibility to vote, hold office, or serve on the nominating committee.

SECTION 2. Dues. Membership dues shall be established by the Board of Governors and approved by a majority of the regular members present and voting at the Annual Meeting. Membership dues shall be payable on or before the 1st day of April of each year. No member may vote whose dues are not paid for the current year. During the month of February, the Corresponding Secretary shall send members a statement of their dues for the ensuing year. During the first ten days of May and again during the first ten days of June, the Treasurer shall send "past due" notices to each member whose dues have not been received. At the first Board meeting after July 1, the Treasurer will report the names of delinquent members to the Board for determination of appropriate action.

SECTION 3. Election to Membership. Each applicant for Regular and Junior membership shall apply on a form as approved by the Board of Governors and which shall provide that the applicant agrees to abide by these bylaws and adhere to the code of ethics. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two regular members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

Applicants may be elected at any meeting of the Board of Governors. Affirmative votes of 2/3 of the Governors present at a meeting of the Board shall be required to elect an applicant. Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

Honorary Membership may be conferred by the Board of Governors upon an adult who has rendered notable and long-standing service to the Club and furthered the good of the Cairn Terrier Breed.

SECTION 4. Termination of Membership. Members may be terminated:

- (a) by resignation. Any member in good standing may resign from CTCNC upon written notice to the Corresponding Secretary; no member may resign in debt to the Club. Membership dues are considered a debt to the club and they become incurred on the first day of April of each year.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting or the annual election of officers whose dues are unpaid as of the date of that meeting.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VII of these bylaws.

ARTICLE III. MEETINGS

SECTION 1. Annual Meeting. The Annual Meeting of CTCNC shall be held in the months of March or April (no later than April 30) at a place, date, and time designated by the Board of Governors. Notice of the Annual Meeting of Members shall be given not less than 10 nor more than 90 days before the date of the meeting to each Member entitled to notice thereof. Notice of a Members' meeting shall be given (i) by first class, registered or certified mail (addressed to each Member's address appearing on the books of the Club), or(ii) by e-mail (to the email address as supplied by the member to the Corresponding Secretary), or (iii) by other means of written communication given by the Member to the Club for the purpose of notice or, (iv) if no such address appears or is given, at the place where the principal office of the Club is located. Notice shall be deemed to have been given at the time when delivered personally, deposited in the mail, sent by email, or when sent or published by any other means of written communication. A quorum for the Annual Meeting shall be 15% of the regular members in good standing.

- SECTION 2. General Membership Meetings. General membership meetings shall be held at least three times per year in addition to the Annual Meeting.
- SECTION 3. Board Meetings. Meetings of the Board of Governors shall be held throughout the year as designated by the President or by a majority of vote of the entire Board. Notice of the Board Meeting shall be given not less than 10 nor more than 90 days before the date of the meeting to each Member entitled to notice thereof. Notice of a Board meeting shall be given (i) by first class, registered or certified mail (addressed to each Member's address appearing on the books of the Club), or (ii) by e-mail (to the email address as supplied there by the member to the Corresponding Secretary), or (iii) by other means of written communication given by the Board Member to the Association for the purpose of notice or, (iv) if no such address appears or is given, at the place where the principal office of the Club is located. Notice shall be deemed to have been given at the time when delivered personally, deposited in the mail, sent by email, or when sent or published by any other means of written communication. The quorum for a Board Meeting shall be a majority of the Board present.
- SECTION 4. Members of the Board may participate in a meeting of the Board or a committee meeting through use of a conference telephone, e-mail or similar communications equipment so long as all Members of the Board participating in such meeting can hear one another or review the written communications

ARTICLE IV.
BOARD OF GOVERNORS AND OFFICERS

- SECTION 1. Board of Governors. The Board shall be comprised of the President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, and six other persons, all of whom shall be members in good standing. The Officers shall be elected for two year terms at the Club's Annual Meeting as provided in Article IV. Six Governors shall be elected for two year terms at the Club's Annual Meeting as provided in Article IV. General management of the Club's affairs shall be entrusted to the Board of Governors.
- SECTION 2. Officers. The Officers of CTCNC, consisting of the President, Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.
- (a) The President shall preside at all meetings of the general membership and the Board, appoint all chairs of standing and special committees, fill vacancies in consultation with the Board, serve as an ex-officio member of all committees except the nominating committee, and have the duties and powers normally associated with the office of President in addition to those particularly specified in these bylaws.
 - (b) The Vice-President shall have the duties and exercise the powers of the President in the absence of or at the request of the President.
 - (c) The Corresponding Secretary shall conduct all necessary correspondence under supervision of the President, notify CTCNC and all affiliated clubs of the current list of officers and governors of the Club, notify CTCNC of the Club's specialty winners and such other information may be required, notify members of meetings and new members of their election to membership, notify officers and governors of their election to office, keep a roll of the members with their addresses, mail ballots for annual elections and dues statements, and carry out such other duties as are prescribed in these bylaws.
 - (d) The Recording Secretary shall keep a record of all membership and Board meetings and of all matters of which a record shall be ordered by the Club, maintain record books in which bylaws, special rules of order, standing rules and minutes are entered with any amendments to these documents properly recorded, and perform other duties as prescribed by the Board.

- (e) The Treasurer shall handle all financial matters of the Club, deposit all monies in a bank satisfactory to the Board in the name of CTCNC, present a financial report to the Board and to the membership at each meeting, render an account at the Annual Meeting of all monies received and expended in the previous fiscal year, keep books open at all times for inspection by the Board. Financial accounts shall be audited annually at the close of the fiscal year by a qualified person approved by the Board. The audit results shall be presented at the first Board meeting after the annual meeting.

SECTION 3. Vacancies. Any Officer or Board Member who is absent from three consecutive meetings without just cause, and not excused by the President or Vice-President, will be deemed to have vacated the position. Any vacancies occurring of the Board or among the officers during the year shall be filled until the next annual election by the President in consultation with the Board of Governors; except that a vacancy in the office of the 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.

SECTION 4. Unsatisfactory Performance. Any Officer or Board Member who does not satisfactorily perform his/her role as stipulated in the bylaws or no longer subscribes to the purposes and code of ethics of the Club, or remains a member in good standing may be removed from office by a 2/3 majority of the entire Board of Governors. The Board Member or Officer if they so wish, may appeal and request at hearing as stipulated in Article VII of these bylaws.

ARTICLE V. **THE CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS**

SECTION 1. Club Year. CTCNC's fiscal year shall begin on the 1st day of April and end on the 31st day of March. The Club's official year shall begin immediately at the conclusion of the election at the Annual Meeting, and shall continue through the election at the next Annual Meeting. The elected officers and directors shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his/her successor all properties and records to that office within 30 days of the election.

SECTION 2. Voting. At the Annual Meeting voting shall be limited to those members in good standing who are present at the meeting, except for the election of Officers, Governors, and amendments for the constitution and bylaws which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Governors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

SECTION 3. Annual Election. At the Annual Meeting for the election of officers and governors, the vote shall be conducted by secret ballot. The Board of Governors shall designate individuals who will receive and count the ballots. To be valid, ballots must be received by the Board designated individuals two weeks before the Annual Meeting. The results should be reported to the Recording Secretary prior to the Annual Meeting. The person receiving the largest number of votes for each position shall be declared elected.

SECTION 4. Nomination and Ballots. No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. The Board of Governors shall appoint a Nominating Committee by November 30. The Committee shall consist of three members, all regular members in good standing, no more that one of whom may be a member of the current Board of Governors not subject to re-election. The Nominating Committee functions in the following manner:

- (a) The Committee shall nominate from among the eligible members of the Club, at least one candidate for each office and for each other position on the Board of Governors. The Committee shall then submit its slate of candidates to the Corresponding Secretary who

shall mail the list to each member of the Club before the general membership meeting in January.

- (b) Additional nominations may be made at the January meeting by any regular member in attendance. If the proposed candidate is not in attendance at this meeting, his/her proposer shall vouch for the willingness of the proposed candidate. Nominations may be made from the floor only at the January meeting in accordance with Article V, Section 4 of these bylaws.
- (c) If no additional nominations are made at the January meeting, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting and no balloting will be required.
- (d) If additional nominations are made at the January meeting, the Corresponding Secretary shall mail on or before March 1, a ballot to each member in good standing. The ballot should be mailed together with a blank envelope marked "ballot" and a return envelope addressed to the Board - designated individual. So that ballots may remain secret, each voter, after marking the ballot shall seal it in the blank envelope which in turn shall be placed in the pre-addressed envelope to which the voter will affix his/her name and address. The Board-designated individual shall check the returns against the list of members whose dues are paid for the current year and shall certify the eligibility of the voters as well as the results of the voting which shall be announced at the Annual Meeting.
- (e) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

ARTICLE VI COMMITTEES

SECTION 1. Each year the President recommends membership and chairpersons for standing committees to the Board. These standing committees exist to advance the work of the Club in such matters as dog shows, obedience trials, trophies, rescue, membership and other areas which may well be served by committees. Special committees may also be appointed to assist on particular projects.

SECTION 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose service has been discontinued. The appointee, if they choose, may appeal according to Article VII of these bylaws.

ARTICLE VII DISCIPLINE

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

SECTION 2. Charges. Any member may prefer charges against another for alleged misconduct prejudicial to the best interests of the Club. Written charges are to be filed with the Recording Secretary, together with a deposit of \$300.00 which shall be forfeited if the charges are not sustained by the Board. The secretary shall notify the Board which shall first consider whether the action alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege such conduct, it may refuse to entertain jurisdiction. If they consider the charges to be in their jurisdiction, they shall affix a date for a Board hearing three to six weeks thereafter. A copy of the charges shall be sent to the accused member by registered mail, including the hearing date, with assurance that the defendant may appear in his/her own defense and bring witnesses.

SECTION 3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend he hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, the Board may 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. Each member, so suspended, may reapply at the end of the suspension period for reinstatement. Evidence supporting correction of misconduct shall be submitted at the time of reapplication. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, the defendant shall have the right to appear before his fellow members at the ensuing club meeting which considers the recommendation of the Board. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Recording Secretary. The Corresponding Secretary, in turn, shall notify each of the parties and Board of the decision and penalty, if any.

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 as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in' his/her own behalf though no evidence shall be taken at this meeting. The President shall read the charges, the findings and recommendation, and shall invite the defendant, if present, to speak in his/her own behalf The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and eligible to vote at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VIII AMENDMENTS

SECTION 1. These By-laws may be amended or repealed by approval of the voting Members or by approval of the Board; provided, however, that Members must approve at the General Meeting any action that would:

- (a) materially and adversely affect the rights of Members as to voting, dissolution, or the classification of memberships;
- (b) increase or decrease the number of classes of membership;
- (c) effect an exchange, reclassification or cancellation of all or any part of the number of memberships; or
- (d) change the number of Directors, or change from a fixed to a variable number of Directors.

SECTION 2. Amendments to these bylaws may be proposed by a written petition addressed to the Corresponding Secretary signed by 10% of the membership in good standing. Amendments proposed by such petition shall be considered by the Board. All amendments presented at the Annual Meeting will require a 2/3 vote of those present and eligible to vote at the Annual Meeting.

SECTION 3. In order for amendments to be considered, notice of the amendment change, along with accompanying rationale, shall be included in the notice of the Annual Meeting.

ARTICLE IX. DISSOLUTION

SECTION 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, other than for purposes of reorganization, none of the property of the Club nor any proceeds 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 a charitable organization, for the benefit of dogs, selected by the Board.

ARTICLE X.
ORDER OF BUSINESS

SECTION 1. 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 last meeting
Report of the President
Report of the Corresponding Secretary
Report of the Treasurer
Report of Committees
Election of Officers and Board (at annual meeting)
Election of new members
Unfinished business
New business
Adjournment

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

Minutes of last meeting
Report of Corresponding Secretary
Report of Treasurer
Report of Committees
Unfinished business
Election of new members
New business
Adjournment

ARTICLE XI.
PARLIAMENTARY AUTHORITY

SECTION 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and consistent with these bylaws and any special rules of order the Club may adopt.

* These revised bylaws are consistent with and flow from the Articles of Incorporation and the Constitution.

POLICIES AND PROCEDURES
CTCNC

POLICY 1. Perpetual Trophies. -The following outlines the procedure for donating a Memorial and /or Challenge Trophy to the CTCNC:

- Interested parties must submit their request and idea for a Memorial or Challenge Trophy in writing to the Board of Governors of CTCNC by July 1 of each year. The Board will review the request and will inform the donor within 30 days of the Board of meeting of their acceptance or rejection.
- The Trophy must be engraved in consultation with the Chair of the Trophy Committee and should be of an adequate size to allow for numerous winners. The donor must also provide keepsake awards for a five year period. These must accompany the Trophy.
- All trophies donated to the CTCNC will remain in the possession of the Club until the Trophy has been retired. For permanent possession, the Trophy must be won three times

by the same owner, but not necessarily with the same dog.

- The Trophy will be listed and described in the Specialty catalog each year, listing the donors and describing the keepsake award.
(Note: Trophies should be sturdy and durable enough in order to withstand packing and transporting each year.)

POLICY 2. Titleholder Plaques. Titleholder plaques are awarded annually by the CTCNC for any dog completing an AKC-sanctioned title dating from January through December 31 of the previous year. One plaque per dog will be made free of charge. If the same dog completes additional titles, the Club will provide additional name plates, if so desired. Plaques and name plates are distributed at the Annual Meeting the year following the receipt of the title. Photos for the aforementioned plaques must be submitted by January 15 of the year following the award. Late submissions will not be accepted.

POLICY 3. Attendance by General Members at Meetings of Board of Governors. Members of the Club may attend Board Meetings and remain through the first part of the agenda which includes Approval of Minutes, Club Officer's Reports, New Member Applications, and Committee Reports. To attend the Board Meeting, the member shall notify the President and if he/she wishes to address the Board regarding any matter, the issue must be discussed with the President prior to the Board Meeting.