

ITCA CONSTITUTION AND ~~By-Laws~~ BYLAWS

OF THE

IRISH TERRIER CLUB OF AMERICA

Adopted Effective March __, 2023

Constitution

ARTICLE I. ~~ARTICLE I.~~ NAME, EXISTENCE, AND ~~OBJECTS~~ PURPOSES

SECTION 1. ~~SECTION 1.~~ Name. The name of this club is the ~~Club shall be~~ Irish Terrier Club of America (the “Club”).

SECTION 2. ~~SECTION 2.~~ The objects of the Club shall be: Existence. The Club is an unincorporated nonprofit association under the Pennsylvania Uniform Unincorporated Nonprofit Association Law, Title 15, Part IV, Chapter 91 of the Statutes of Pennsylvania (the “Statute”).

SECTION 3. Purposes. The Club is organized and shall at all times be operated, exclusively for pleasure, recreation, and other non-profitable purposes described in Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the “Code”), including, but not limited to:

(a) ~~To encourage and promote~~ encouraging and promoting quality in the breeding of pure-bred Irish Terriers and to do all possible to bring their natural qualities to perfection;

(b) ~~(b) To encourage~~ encouraging the organization of independent local Irish Terrier Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club; ~~(the “AKC”);~~

(c) ~~(e) To urge~~ urging members and breeders to accept the standard of the breed as approved by The American Kennel Club (the “Standard”) as the only standard of excellence by which the Irish Terrier shall be judged;

(d) ~~(d) To do~~ doing all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at ~~dog shows, field trials and obedience trials;~~
e) ~~To conduct sanctioned matches and specialty shows, field trials and obedience trials under the rules of The American Kennel Club;~~ all events held under AKC Rules and Regulations; and

(e) conducting sanctioned matches and licensed events for which the Club is eligible, under the rules of the AKC.

SECTION 4. ~~SECTION 3.~~ No private inurement. The Club shall not be conducted or operated for profit and no part of any profits net earnings or remainder or residue from any source, including memberships dues or other donations to the Club shall inure to the benefit of any private shareholder, member, or other individual.

SECTION 5. ~~SECTION 4.~~ The members of the ~~Club~~club shall adopt and may from time to time revise such ~~by-laws~~bylaws as may be required to carry out these ~~objectives~~objects.

By-Laws

ARTICLE II. ~~ARTICLE I.~~ MEMBERSHIP

SECTION 1. Eligibility. There shall be four types of membership.

(a) ~~SECTION 1.—Eligibility. There shall be three types of membership. (1)~~ Full Membership, open to all persons eighteen years of age and older who, at the time of application for membership, are in good standing with ~~The American Kennel Club~~the AKC and who subscribe to the purposes of ~~this~~the Club; Full Members shall have the right to vote and hold office as governors or officers.

(b) Associate Membership, open to all persons 18 years or older who, at the time of application for membership, are in good standing with the AKC and who subscribe to the purposes of the Club. Associate Members shall enjoy all privileges of Full Membership, except for the right to vote or hold office as governors or officers;

(c) ~~(2)~~ Junior Membership, ~~a non-voting membership,~~ open to all persons under eighteen years of age who, at the time of application for membership, are in good standing with ~~The American Kennel Club~~the AKC and who subscribe to the purposes of ~~this~~the Club; Junior Members shall not have the right to vote or hold office as governors or officers.

(d) ~~(3)~~ Lifetime Membership ~~with full voting privileges~~ shall be awarded to all persons who have been members of the ~~IFCA Club~~ for at least 35 years, ~~and who~~ are in good standing with ~~The American Kennel Club and who~~the AKC, and subscribe to the purposes of ~~this~~the Club. Lifetime Members shall have the right to vote and hold office as governors or officers.

Effective January 1, 2024, all first-time membership applicants, other than applicants for Junior Membership, may apply for Associate Membership only. Associate Members may apply for Full Membership after one (1) year having demonstrated active participation in AKC events or participation in Club committees or other Club activities. Only the number of Full and Lifetime Members in good standing shall be used to determine a quorum.

SECTION 2. Dues. Membership dues shall ~~be not exceed (1) \$25.00~~100.00 per year for Full or Associate Membership and ~~(2) \$8.50~~30 per year for Junior Membership; Membership Dues are payable on or before the first day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall send to each member, based on the contact information in the Club's books and records, a statement of his ~~their~~ dues for the ensuing year. The board of governors (the "Board") may approve and adjust the annual dues for each membership category at the annual meeting of the Club, as long as they do not exceed the maximums in this Article II, Section 2.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board ~~of Governors~~ which shall provide that the applicant agrees to abide by these Constitution and ~~By-Laws and the rules of The American Kennel Club~~ Bylaws and the Rules and Regulations of the AKC, AKC's Code of Sportsmanship, the Club's Code of Ethics. The application shall state the name, physical address, and email or other electronic contact information (if available) of the applicant and it shall carry the endorsement of a member in good standing of ~~this~~the Club. Accompanying the application, the prospective member shall submit dues payment for the current year and a \$10 application fee.

Applicants may be elected at any meeting of the Board ~~of Governors or by written vote of the Governors by mail. Affirmative votes of 2/3 of the Governors,~~ written consent without a meeting, or written ballot (including an electronic ballot). ~~An affirmative vote of 2/3rds of the governors~~ present at a meeting of the Board, ~~or of 2/3 of the entire Board voting by mail by written consent without a meeting, or by written ballot (including an electronic ballot)~~ shall be required to elect an applicant.

An Associate or Junior member requesting a change of membership classification to Full Member, in order to be eligible to vote or hold office as a governor or officer, must first complete the transition application from Junior or Associate to Full member application process and be approved by the Board.

Applicants for membership who have been rejected by the Board may not reapply within 12 months after such rejection. An application which has received a negative vote by the Board may be presented by the endorser at the next annual meeting of the Club ~~and the Club, which is~~ at least 12 months after such negative vote, and the members may elect such applicant by a favorable vote of 75% of the members present and voting.

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

(a) ~~By resignation~~ Resignation. Any member in good standing may resign from the Club upon verifiable written notice to the Corresponding Secretary, but no member may resign when in debt to the Club. ~~Dues obligations~~ Obligations other than dues are considered a debt to the Club and ~~they become incurred on the first day of each calendar year~~ must be paid in full prior to resignation.

(b) ~~By lapsing~~ Lapse. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the calendar year, however, the Board may grant an additional 30-day grace period to such delinquent members in meritorious cases, as determined in the Board's discretion. In no case may a person be entitled to vote ~~at any Club meeting~~ whose dues are unpaid ~~as of the date of that meeting.~~

(c) ~~By expulsion~~ Expulsion. A membership may be terminated by expulsion as provided in Article VII of these ~~by-laws~~ Constitution and Bylaws.

ARTICLE III. ~~ARTICLE II.~~ MEETINGS

SECTION 1. Annual Meeting of the Members. ~~The annual meeting of the members of the Club shall be held in any manner prescribed by law, on a date and at an hour designated by the Board. If possible, it shall be held in the month of October in conjunction with the Club's specialty show.~~

(a) ~~SECTION 1.—Annual Meeting. The~~Notice. ~~Notice of the annual meeting of the Club shall be held in the month of October in conjunction with the Club's Specialty Show if possible, at a place, date, and hour designated by the Board of Governors. Written notice of the annual meeting shall be mailed~~members shall be sent by the Recording Secretary to each member, at least 30 days prior to the date of the meeting. Notice may be given personally, by telephone, mail (whether U.S. Mail or by any other carrier), e-mail, or by any other electronic means, as long as it is sent to the contact information for the member shown in the records of the Club (where applicable). Neither the business to be transacted at nor the purpose of any annual meeting of the members needs be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

(b) Quorum. The quorum for the annual meeting shall be 10% of the voting members in good standing.

SECTION 2. Special Club Meetings of the Members. ~~Special club meetings of the members may be called by the President or by a majority vote of the members of the Board who are present at a meeting of the Board or who vote by mail and~~Board, or shall be called by the Corresponding Secretary upon the receipt of a petition signed by 10% of the voting members of the Club who are in good standing. Such meeting shall be held ~~at such place, in any manner prescribed by law, on a~~ date and ~~at an~~ hour ~~as may be~~ designated by the Board.

(a) ~~of Governors. Written notice of such~~Notice. ~~Notice of a special meeting of the members shall be mailed~~sent by the ~~Corresponding~~Recording Secretary ~~to each member, at least 14 days and not more than 30 days prior to the meeting. The notice~~date of the meeting. Notice may be given personally, by telephone, mail (whether U.S. Mail or by any other carrier), e-mail, or by any other electronic means, as long as it is sent to the contact information for the member shown in the records of the Club (where applicable). Notice of a special meeting 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.

(b) Quorum. The quorum for a special meeting of the members shall be 10% of the voting members in good standing.

SECTION 3. Board Meetings. The first meeting of the Board in each year shall be held immediately following the annual meeting of the members and election of governors. Other meetings of the Board ~~of Governors~~ shall be held ~~at such times and places as are~~in any manner prescribed by law at such date and time, as is designated by the President or by a majority vote of the entire Board. ~~Written notice of such other meetings shall be mailed by the Corresponding Secretary to each member of the Board at least 14 days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board.~~

(a) Notice. Notice of each Board meeting, other than the one held immediately following the annual meeting of the members, shall be sent to each governor at least 10 days prior to the Board meeting. Notice may be given personally, by telephone, mail (whether U.S. Mail or by any other carrier), e-mail, or by any other electronic means, as long as it is sent to the contact information for the governor shown in the records of the Club (where applicable). Neither the business to be transacted at nor the purpose of any meeting of the Board needs be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

(b) Quorum. The quorum for any Board meeting shall be a majority of the Board.

~~SECTION 4. Board Action by Mail. The Board of Governors may conduct its business by mail through the Corresponding Secretary. Inasmuch as it is scarcely possible for the Governors to meet more than once or twice a year, it shall be competent for the Corresponding Secretary to transact such business as might be done at a meeting by letter, but the replies in writing of the majority of the Governors must be obtained before such business shall be considered as having the sanction of the Board of Governors and binding accordingly.~~ Written Consent. Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by not less than two-thirds (2/3) of all of the governors then serving on the Board, provided all governors receive notice of the text of the written consent and of its effective date and time within a reasonable amount of time after it is signed. Actions by email or any other electronic means must meet the requirements of this Article III, Section 4.

SECTION 5. Teleconference, Video, or other Electronic Meetings. The members and the governors may participate in any meeting of the members or governors, respectively, by telephone, teleconference, instant messaging, video conference, or other means of electronic communication. A member or governor participating in a meeting by any means authorized in this Article III, Section 5 shall be deemed to be present in person at the meeting. Action by email shall not take place under this Article III, Section 5, but shall instead meet the requirements of Article III, Section 4 as a written consent. Notwithstanding anything in this Constitution and Bylaws to the contrary, no meeting shall occur partially in-person and partially remotely, as provided in this Article III, Section 5. Instead, all meetings shall be entirely in-person or entirely remote, as provided in this Article III, Section 5.

SECTION 6. Books, records, and minutes. The Club shall keep or cause to be kept correct and complete books and records of its accounts and also keep minutes of the proceedings of the meetings of members and the Board, whether in person or not. Minutes of member or Board meetings should contain records of items voted upon and approved. Upon approval of such meeting minutes, the Recording Secretary shall be responsible for providing the approved minutes to the Corresponding Secretary for the purpose of archiving in the Club's official records.

SECTION 7. ~~SECTION 5.~~ Alternate Presiding Officer. If the President and the Vice-President are both absent from any meeting of the Club or the Board, the ~~Governors~~governors present shall elect one of their number to serve as the presiding officer of the meeting.

SECTION 8. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the Statute or the Constitution and Bylaws of the Club, a waiver thereof in writing signed by the person or persons entitled to receive such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a member or governor at any meeting shall constitute a waiver of notice of such meeting, except where a member or governor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IV. ~~ARTICLE III.~~ GOVERNORS & OFFICERS

SECTION 1. General Powers. The affairs of the Club shall be managed by its Board. The Board shall use and distribute the net earnings and principal funds of the Club solely in accordance with the purposes for which the Club is organized and operated, described in Article I, Section 3.

SECTION 2. ~~SECTION 1.~~ Board of Governors. The Board shall be comprised of the President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, and twelve other persons, all of whom shall be ~~members~~Full Members or Lifetime Members in good standing. The President, Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer shall be elected by the members for one-year terms ~~at the Club's annual meeting, as provided in Article IV,~~ (and shall serve until their successors are elected. The) at or prior to the annual meeting of the members, pursuant to balloting procedures implemented by the Board or Board's Designee, as defined in Article V, Section 3, consistent with these Bylaws. The President shall be limited to three consecutive terms. The Vice-President, Corresponding Secretary, Recording Secretary and Treasurer may be reelected to consecutive terms without limit. Each year, four members of the Board shall be elected ~~for a~~ three-year term in accordance with the provisions of Article IV terms by the members at or prior to the annual meeting of the members, pursuant to balloting procedures implemented by the Board or Board's Designee consistent with these Bylaws. Governors may be reelected without limit to their terms. ~~General management of the Club's affairs shall be entrusted to the Board of Governors.~~

SECTION 3. ~~SECTION 2.~~ Officers. The ~~Club's~~Club's officers, 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 member meetings and the Board and its meetings.

(a) The President shall preside at all meetings of the members of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these ~~by-laws~~Constitution and Bylaws.

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

(c) The Corresponding Secretary shall have charge of ~~the managing all of the correspondence for the Club and keeping a record of~~ correspondence of the Club; ~~shall keep a received and sent; shall act as the repository for the~~ record of all meetings of the Club and Board, as prepared by the Recording Secretary, and all votes taken by ~~mail and of all matters of which a record shall be ordered by the Club~~ written consent or ballot, in the books and records for that purpose (whether physical, electronic, or virtual); shall notify the ~~Board of Governors of Board Meetings; shall cause to have published all Board actions taken by mail; shall~~ governors of Board meetings; coordinate with the officers to create meeting agendas and distribute to the Board Members; shall notify members of the Annual and Special meetings; shall notify members of their appointments to committees; shall notify officers and ~~Governors of~~ governors of their election to office; and carry out such other duties as are prescribed in these ~~by-laws~~ Bylaws.

(d) The Recording Secretary shall ~~record the~~ produce meeting minutes of all meetings of the Club and Board, including votes, and deliver them to the Corresponding Secretary for retention; shall cause to have published the minutes of all the meetings of the Club and Board ~~of Governors; shall notify members of the Annual and Special meetings; shall issue yearly a new or updated membership list to all members; shall keep a roll of the members of the Club with their addresses; shall declare the elections of officers and directors at the Annual Meeting;~~ and carry out such other duties as are prescribed in these ~~by-laws~~ Bylaws.

(e) The Treasurer shall collect and receive all ~~moneys~~ monies due or belonging to the Club. ~~He~~ Monies shall ~~deposit the same~~ be deposited in a bank approved by the Board, in the name of the Club. ~~His~~ The books shall at all times be open to inspection of the Board and ~~he~~ the Treasurer shall report to them at every meeting the condition of the ~~Club's~~ Club's finances and every item of receipt or payment not before reported; ~~and at~~ At the annual meeting ~~he shall render an account~~ an accounting shall be rendered of all moneys received and expended during the previous fiscal year. ~~His~~ The books shall be audited at least 30 days prior to the annual meeting. The Treasurer may be bonded in such amount as the Board ~~of~~ Governors shall determine. ~~The Treasurer shall further issue yearly a new or updated membership list to all members; shall keep a roll of the members of the club with their addresses and other contact information; and carry out such other duties as are prescribed in the Constitution and Bylaws.~~

(f) AKC Delegate. Among other duties, the AKC Delegate shall report to the Board all actions and matters discussed at the AKC's Quarterly Delegates Meetings. The AKC Delegate is a non-voting, non-officer position, which need not be filled by a governor or an officer, although the AKC Delegate is elected to a one-year term with an unlimited number of terms permitted, in the same manner as prescribed in Article IV, Section 2 for the President, Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer.

SECTION 4. SECTION 3.—Vacancies. Any vacancies ~~occurring on the Board or among the officers during the year shall be filled~~ among the governors or officers arising at any time and from any cause, including resignation or removal of a governor or officer, shall be filled by the Board at its next regularly scheduled meeting by the affirmative vote of the majority of the governors then in office although less than a quorum, or a sole remaining governor. Each governor so elected shall hold office until the next annual ~~election by a majority vote of all the then members of the Board; except that~~ meeting of the members. However, a vacancy in the

office of President arising at any time and from any cause, including resignation or removal, shall be filled ~~automatically~~ by the Vice- President ~~and the~~ until the next annual meeting of the members. The resulting vacancy in the office of Vice- President shall be filled by the Board: ~~and the individual selected shall hold office until the next annual meeting of the members.~~ In the event of a vacancy of the AKC Delegate, the Board shall appoint a replacement and must apply to the office of the AKC Executive Secretary for approval of the AKC Delegate credentials. The Board-appointed AKC Delegate shall serve until the next annual meeting of the members.

ARTICLE V. ~~ARTICLE IV. THE CLUB~~ CLUB YEAR, VOTING, NOMINATIONS AND ELECTION

SECTION 1. Club Year. The ~~Club's~~ Club's fiscal year shall begin on the ~~first~~ 1st day of January and end on the 31st day of December. The ~~Club's official year~~ Club's internal year for tracking of governor and officer terms and other similar matters shall begin immediately at the ~~conclusion~~ completion of the election ~~at the annual meeting,~~ and shall continue through the next election ~~at the next annual meeting.~~ The elected officers and governors shall take office immediately ~~upon the conclusion of the election and each~~ after their election at the annual meeting of the members. Each retiring officer shall turn over to ~~his~~ their successor in office all properties and records relating to that office within 30 days after the election.

SECTION 2. Voting. ~~At the annual meeting, or at special meeting of the Club, voting~~ Voting shall be limited to those ~~members~~ Full Members or Lifetime Members in good standing who are present at the meeting, ~~except for; provided, however,~~ the annual election of ~~Officers, Delegates, and Governors and Amendments~~ officers, governors, and AKC Delegate, as well as amendments to the Constitution and By-Laws Bylaws and the Standard ~~for the breed, which,~~ shall be decided by written ~~ballot east by mail~~ consent without a meeting, by mail balloting, or electronic balloting and such ballots shall be kept confidential and secret. Electronic balloting by or with assistance from any independent firm or third-party provider is permitted. 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 east by mail.~~

SECTION 3. Annual Election. ~~At the annual meeting for the election of Officers and Governors and Delegate to The American Kennel Club, who may, but need not be, a Governor or Officer of the Club, the vote~~ Elections. The election of officers, governors, and AKC delegate shall be conducted by secret ballot in any manner permitted by the Statute, including electronic balloting. Ballots, to be valid, must be received by the Corresponding Secretary or Board's designee, which may be any independent professional firm or other third-party provider designated by the Board for nominating, balloting, counting, or other voting purposes ("Board's Designee"), before the counting of the ballots begins. ~~Ballots shall be counted~~ Ballot counting at the annual meeting of the members shall be conducted by three inspectors of election who are members in good standing, selected at such meeting, and who are neither members of the current Board nor candidates on the Ballot ~~and who shall be chosen by the members present at the meeting.~~ The person; provided, however, the Board may delegate to the Board's Designee authority to send, receive and count the ballots at or apart from the annual meeting in any manner reasonably determined by the Board. The nominee listed on the ballot receiving the ~~largest~~ greatest number of votes for each office, governor position, or delegate position shall be declared elected. 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 ~~Governors~~ in the manner provided in Article ~~III~~ Section ~~34~~.

SECTION 4. ~~Nomination~~Nominations and Ballots. No person may be a candidate in a Club election who has not been nominated in accordance with these ~~by-laws~~Constitution and Bylaws. A Nominating Committee shall be chosen by the Board of ~~Governors~~ before May 1st of each year. The Committee shall consist of three ~~members~~Full Members or Lifetime Members in good standing from different areas of the U.S.A., and two alternates, ~~all members in good standing~~, none of whom shall be members of the current Board of ~~Governors~~. The Board shall name a ~~chairman~~chairperson for the Nominating Committee. The Nominating Committee may conduct its business by mail, email, or any manner permitted under Article III, Sections 4 and 5.

(a) The Nominating Committee shall nominate, from among the eligible ~~members~~Full Members or Lifetime Members of the Club, at least one candidate for each office, ~~for each other position on the Board of Governors~~, and ~~for~~AKC Delegate ~~to The American Kennel Club~~, 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 Committee shall then submit its slate of candidates to the Corresponding Secretary who shall ~~mail~~send the list (whether by mail, email, or other means of communication), including the full name of each candidate and the name of the state in which ~~he~~such candidate resides, to each member of the Club on or before July 1st so that additional nominations may be made by the members if they so desire.

(b) Additional nominations of eligible members may be made by written petition (written can include any physical or electronic writing) addressed to the Corresponding Secretary and actually received ~~at his regular address, regardless of when sent~~, on or before August 1st, signed (whether physically or electronically) by five members. ~~The~~ and accompanied by the written acceptance of each such additional nominee signifying ~~his~~their willingness to be a candidate ~~must also be received on or before August 1st~~. Except for the position of Delegate, no person shall be a candidate for more than one position, and the additional nominations, which are provided for herein, may be made only from among those members who have not accepted a nomination of the Nominating Committee.

(c) If ~~the Nominating Committee nominates only one candidate for each office and if~~ no valid additional nominations are actually received, regardless of when sent, on or before August 1st, the Nominating Committee's slate shall be declared elected ~~at the time of the Annual Meeting~~, and no balloting will be required.

(d) If ~~the Nominating Committee nominates more than one candidate and/or if~~ one or more valid additional nominations are actually received, regardless of when sent, before the deadline by the Corresponding Secretary ~~on or before August 1st he or Board's Designee, the Corresponding Secretary or Board's Designee~~ shall, on or before September 1st, ~~mail~~send or cause to be sent to each member in good standing a ~~ballot~~written ballot or electronic ballot (depending upon whether the Corresponding Secretary or Board's Designee has electronic contact information for the particular member) listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a ~~blank envelope and a return envelope addressed to~~ means to return the ballot (either electronically or

through physical mail, as applicable). Each voter, after marking their ballot, return it pursuant to instructions provided by the Corresponding Secretary ~~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 the ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Corresponding Secretary or Board's Designee. The inspectors of ~~elections~~selection or Board's Designee shall check the ~~returns~~returned ballots (whether electronic or physical) 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, in order to (i)~~ certify the eligibility of the voters ~~as well as the~~who returned ballots, before counting their ballots and (ii) determine results of the voting which shall be announced at the annual meeting of the members.

(e) Nominations cannot be made at the annual meeting of the members or in any manner other than as provided above.

ARTICLE VI. ~~ARTICLE V.~~ COMMITTEES

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, (e.g., field trials, obedience trials, etc.) specialty judges, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it 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~~services have been terminated.

ARTICLE VII. ~~ARTICLE VI.~~ DISCIPLINE

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

SECTION 2. Charges. Any member may ~~prefer~~pursue charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges (including any electronic writing) with specifications must be ~~filed in duplicate with~~sent to the Corresponding Secretary together with a deposit of \$20 which shall be forfeited if such charges are not sustained by the Board or a ~~Committee~~Board committee following a hearing. Disciplinary hearings and decisions may be conducted in any manner permitted by Article III, Section 5. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board, or present them at a Board meeting. ~~The, 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 the breed ~~or it may refuse to entertain jurisdiction.~~ If the Board ~~entertains jurisdiction of~~determines that the charges do not allege conduct which would be prejudicial to the best interests of the Club or breed, it may refuse to sustain the charges or enact discipline without scheduling a hearing. If the Board determines that the charges merit a hearing, it shall fix a date ~~of~~for hearing by the Board or a ~~Committee~~Board committee of not less than three members of the Board, not less than three weeks nor more than

six weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member ~~by registered mail~~ in any manner permitted for notice of a meeting under Article III, Sections 2 and 3, together with a notice of the hearing and an assurance that the ~~defendant~~ accused member may personally appear in ~~his~~ such accused member's own defense and bring witnesses if ~~he~~ such accused member so wishes.

SECTION 3. Board Hearing. The Board or ~~Committee~~ Board-designated committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and the 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 ~~Committee, may with a~~ Board-designated committee, may by majority vote of those present, ~~reprimand or~~ suspend the defendant accused member from all privileges of the Club for not more than six months from the date of the hearing, or until the next ~~Annual Meeting~~ annual meeting of the members if that will occur after six months. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the ~~defendant's~~ accused member's right to appear before ~~his~~ their fellow members at the ensuing ~~Club~~ meeting of the members which considers the recommendation of the Board or ~~Committee~~ Board-designated committee. Immediately after the Board or ~~Committee~~ Board-designated committee has reached a decision, its findings shall be put in written form (including electronic writings) and filed with the Corresponding Secretary. The Corresponding Secretary, in turn, shall notify each of the parties 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~~ annual meeting of the ~~Club~~ members following a hearing and upon the recommendation of the Board or ~~Committee~~ Board-designated committee as provided in Section 3 of this Article. The ~~defendant~~ accused member shall have the privilege of appearing in ~~his~~ their own behalf though no evidence shall be taken at ~~this~~ the annual meeting of the members. The President shall read the charges and the findings and recommendations, and shall invite the ~~defendant~~ accused member, if present, to speak ~~in his~~ on their own behalf. The members at such annual meeting shall then vote by secret ~~written~~ ballot on the proposed expulsion; provided, however, the Board's Designee may conduct the balloting. A ~~2/3~~ 3rds vote of ~~those present~~ and the voting members present at the ~~Annual Meeting~~ annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VIII. ARTICLE VII. AMENDMENTS

SECTION 1. Amendments to the Constitution and ~~By-Laws~~ Bylaws and to the Standard ~~for the breed~~ may be proposed by the Board ~~of Governors~~ or by written petition (including electronic petitions) addressed to the Corresponding Secretary signed by 20% of the membership in good standing. Amendments to the Constitution and Bylaws proposed by such petition shall be promptly considered by the ~~Board of Governors~~ Boards and must be submitted to the members with recommendations of the Board by the Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding Secretary. Proposed amendments to the Standard must be submitted to the members with recommendations of the

Board by the Corresponding Secretary for a vote following the procedures established by the AKC Board of Directors.

SECTION 2. The Constitution and ~~By-Laws~~Bylaws and the Standard ~~for the breed~~ may be amended at any time provided a copy of the proposed amendment has been ~~mailed~~sent, whether by mail or electronically, by the Corresponding Secretary or Board's Designee to each member ~~who is~~ in good standing ~~on the date of mailing~~, accompanied by a written ballot (including an electronic ballot) on which ~~he may indicate his~~a choice for or against the action to be taken. ~~The notice may be indicated. Balloting procedures described in Article V, Section 4(d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice of such ballot shall specify a due date not less than 30 days after the date of mailing sent by which date the ballot must be returned to the Corresponding Secretary or Board's Designee to be counted. The favorable vote of 2/3rds of the members in good standing who return valid ballots within the time limit shall be required to effect approve any such amendment.~~

SECTION 3. No amendment to the Constitution and ~~By-Laws~~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~~the AKC.

ARTICLE IX. ~~ARTICLE VIII.~~ DISSOLUTION

SECTION 1. The Club may be dissolved at any time by the written consent (including electronic writing) of not less than ~~75%~~2/3rds of the voting members in good standing. In the event of the dissolution of the Club, other than for reasons of reorganization, whether voluntary or involuntary or by ~~the~~ 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 a charitable organization, described in Code Section 501(c)(3), for the benefit of dogs selected by the Board ~~of Governors~~.

ARTICLE X. ~~ARTICLE IX.~~ ORDER OF BUSINESS

~~Robert's Rules of Order (newly revised) shall govern all meetings of the Club and all committees insofar as applicable and not inconsistent with these by-laws.~~

SECTION 1. At the 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
- Reading of Minutes of ~~Last Meeting~~the last meeting
- Report of President
- Report of Corresponding Secretary
- Report of Recording Secretary
- Report of Treasurer
- Reports of ~~Committees~~committees
- Election of ~~Officers~~officers and Board (~~At Annual Meeting~~at annual meeting)
- Election of new members
- Unfinished ~~Business~~business

New ~~Business~~business
Adjournment

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

Reading of Minutes of ~~Last~~the last Meeting
Report of Corresponding Secretary
Report of Recording Secretary
Report of Treasurer
Reports of ~~Committees~~committees
Unfinished ~~Business~~business
Election of ~~New Members~~new members
New ~~Business~~business
Adjournment

ARTICLE XI. 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 these Constitution and Bylaws and any other special rules of order the Club may adopt.

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Summary report:	
Litera® Change-Pro for Word 10.14.0.46 Document comparison done on 5/23/2023 11:21:16 AM	
Style name: GK Firm	
Intelligent Table Comparison: Active	
Original DMS: iw://DMS/Active/28302113/1	
Modified DMS: iw://DMS/Active/28302113/8	
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Add	356
Delete	257
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Move To	6
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
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