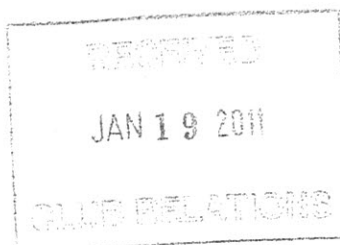


**CONSTITUTION AND BYLAWS
DANDIE DINMONT TERRIER CLUB OF AMERICA, INC.**

**CONSTITUTION
Article I. Name and Objectives**



Section 1. The name of the Club shall be the Dandie Dinmont Terrier Club of America, Inc.

Section 2. The objectives of the Club shall be:

- a) to promote and advance the breeding of pure-bred Dandie Dinmont Terriers and to do all possible to bring their natural qualities to perfection.
- b) to urge members and breeders to accept the Standard of the Breed adopted by the Club and approved by the American Kennel Club as the only standard of excellence by which Dandie Dinmont Terriers shall be judged.
- c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows.
- d) to urge all to follow the Code of Ethics adopted by the Club as a guide for breeding and ownership practices regarding the Dandie Dinmont Terrier.
- e) to conduct sanctioned and licensed specialty shows under the rules of the American Kennel Club.
- f) to encourage Dandie Dinmont enthusiasts to be active in Club events and activities and actively protect, promote, propagate, preserve and advocate for the Dandie Dinmont Terrier.

Section 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

Section 4. The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

Approved by the American Kennel Club and Adopted December 24, 2010

**BYLAWS
Article I. Membership**

Section 1. Eligibility. There shall be five types of membership, all open to persons in good standing with the American Kennel Club and who subscribe to the objectives of this Club.

- a) **General Membership:** open to persons eighteen years of age and older who are residents or citizens of the United States and who have been elected to membership in accordance with the provisions in Article 1 Section 3 of these bylaws. General Members shall enjoy all Club privileges.
- b) **Junior Membership:** open to persons ten years of age through seventeen years of age. Junior Members shall enjoy all Club privileges except the right to vote and to hold office. According to eligibility, Junior Members shall on or after their eighteenth birthday become General Members by sending a letter to the Secretary requesting their membership status be changed to that of a General Member. The Secretary shall then publish their names to the membership.
- c) **Foreign Members:** those persons residing outside the United States who are not United States citizens and are not already grandfathered General Members; they shall enjoy all Club privileges except the right to vote and hold office; they shall pay annual dues.
- d) **Honorary Members:** those persons who have made unique contributions to the breed and proposed in writing to the Board of Governors by any member in good standing, and so designated by the Board by unanimous vote; they shall enjoy all Club privileges except the right to vote and to hold office; they shall be free from paying annual dues.
- e) **Lifetime Membership:** open to long-time members proposed in writing to the Board of Governors by any member in good standing. Lifetime Members so designated by the Board by unanimous vote shall enjoy all Club privileges including the right to vote and shall be free from paying annual dues.

Section 2. Dues. Membership dues shall be payable on or before the first day of January each year. No member may vote at the Annual Meeting nor cast any mailed ballot if he or she is not in good standing. During the month of November the Treasurer shall send to each member a statement of his or her dues for the ensuing year. Dues shall be determined by the Board of Governors and, with the approval of the membership, may be adjusted from time to time as needed.

Section 3. Election to Membership

- a) Each applicant for membership shall apply on a form approved by the Board of Governors and which shall provide that the applicant agrees to abide by the Constitution and Bylaws, the Club's Code of Ethics, and the rules of the American Kennel Club. The application shall state the name and complete address of the applicant and it shall carry the endorsement of two voting members in good standing not residing in the same household.
- b) The names of proposed new members must be published to the entire membership in a manner approved by the Board of Governors within four months of receipt of application by the Membership Chairman, before they can be elected to membership.
- c) If no dissenting vote is received by the Secretary within thirty days after publication, the person so posted shall be admitted. In the event that a letter of dissent is received by the Secretary, the name of the applicant together with the letter of dissent must be submitted to the Board of Governors. After due investigation, the Board of Governors shall vote on said applicant. Favorable votes of 2/3 of the Governors shall be required to elect said applicant.

d) Any application which receives unfavorable action by the Board of Governors may be presented by the applicant's endorsers at the next meeting of the Club and the Club may elect said applicant. Otherwise no applicant who has been rejected may again be considered at any meeting held within twelve months of the date of the last such rejection. Favorable votes of 3/4 of the voting members in attendance at the meeting of the Club shall be required to elect an applicant.

Section 4. Termination of Membership. Memberships may be terminated:

- a) by resignation. Any member in good standing may resign from the Club upon written notice to the Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- b) by lapsing. A membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty days after the first day of the fiscal year; however, the Board may grant an additional sixty days to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting or by mailed ballot whose dues are unpaid as of the date of that meeting or the date of the mailing of that ballot. Such person shall not be in good standing.
- c) by expulsion. A membership may be terminated by expulsion as provided in Article V of these Bylaws.

**Article II. Directors, Officers, and Delegate
to the American Kennel Club**

Section I. Board of Governors.

a) The Board shall be comprised of the President, Vice President, Secretary, Treasurer, and five Directors, all of whom shall be General members in good standing who are residents of the United States. To be eligible to be nominated to be a Board member or to petition to become a Board member as described in Article III, Section 6 below, an individual shall have been a member in good standing for at least two years and made a contribution to the Club; making a contribution to the Club may include such activities as being an American Kennel Club (AKC) exhibitor of Dandies (may include any AKC exhibitor event), breeding a litter of Dandies, serving on a Club committee, attending a DDTCA National Specialty, participating in Dandie rescue activities, or other activities acceptable to the Board of Governors. They shall be elected for three-year terms at the Club's Triennial Election as provided in Article III. General management of the Club's affairs shall be entrusted to the Board of Governors.

b) A Governor may serve no more than four three-year terms for a total of twelve consecutive years in any capacity on the Board; an individual shall then not be on the Board for one three-year term, and then may return to the Board for not more than twelve more consecutive years.

Section 2. Officers

a) The President shall preside at all meetings of the Club and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Constitution and Bylaws. Following election of a new President, the outgoing President shall be invited to serve in an advisory, non-voting capacity on the Board of Governors for a period of one year.

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

c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken by mail, and of all matters of which a record shall be ordered by the Club. He or she shall have charge of the correspondence, notify members of meetings, notify Officers and Directors of their election to office, keep a roll of the members of the Club with their addresses and carry out such other duties as are prescribed in these Bylaws.

d) The Treasurer shall receive all moneys belonging to the Club and make receipt thereof. He or she shall deposit without any deductions or offsets the same in a bank satisfactory to the Board in the name of the Club. His or her books shall at all times be open to inspection of the Board and he or she shall report to them at every meeting on the condition of the Club's finances and every item of receipt or payment not before reported. At the annual meeting he or she shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Governors shall determine. The Treasurer shall submit for audit no later than March 1st the financial records of the Club for each fiscal year. Such audit shall be conducted during the first quarter of the following fiscal year by a committee to be appointed annually by the Board. This committee shall consist of no less than two voting members in good standing not residing in the same household or shall be an accounting firm. The report of audit shall be submitted to the Board of Governors no later than March 31st of the new fiscal year.

e) A Delegate to the American Kennel Club shall be appointed by the Board of Governors by February 1st of each year. This Delegate shall act as liaison with the American Kennel Club and shall attend meetings of Delegates to the American Kennel Club. He or she shall attend meetings of the Board of Governors of this Club in an advisory capacity for American Kennel Club affairs only.

Section 3. Vacancies. Any vacancies occurring on the Board of Governors during the term shall be filled until the next triennial election by a majority vote of all the then members of the Board, except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board.

Article III. The Club Year, Meetings, and Elections

Section 1. The Club Year. The Club's fiscal year and official term of office for all Board members shall begin on the first day of January and end on the thirty-first day of December. Elected Officers and Directors shall take office immediately

upon the conclusion of each Triennial Election as provided in Section 7 of this Article and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within thirty days after the election.

Section 2. Voting. At the annual meeting or at a special meeting of the Club, voting shall be limited to those voting members in good standing who are present at the meeting, except for amendments to these Constitution and Bylaws and the Standard of the Breed, which shall be decided by written ballot cast by mail. Officers and Directors are elected as provided in Sections 6 and 7 of this Article. Voting by proxy shall not be permitted. Voting privileges shall be exercised by those described as eligible to vote in Article I, Section 1 of these Bylaws. The Board of Governors may decide to submit specific questions for decision of the voting members by written ballots cast by mail.

Section 3. Annual Meeting. The annual meeting shall be held at a time and place designated by the Board of Governors. Written notice of such meeting shall be mailed by the Secretary to all members at least thirty days prior to the date of the meeting. The quorum for the annual meeting shall be 10% of the voting members in good standing.

Section 4. Special Club Meetings. Special Club meetings may be called by the President or by a majority vote of the Board of Governors, and shall be called by the Secretary upon receipt of a petition signed by 10% of the members in good standing. Such meeting shall be held at such place, date, and hour as may be designated by the Board of Governors. Written notice of such meeting shall be mailed by the Secretary to all members at least twenty-one and not more than thirty days prior to the meeting. The notice of the 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 voting members in good standing.

Section 5. Board Meetings.

a) Meetings of the Board of Governors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of such meetings shall be mailed by the Secretary to each member of the Board at least fourteen days prior to the date of the meeting. A quorum for a Board meeting is five members (a majority).

Meetings are defined as gatherings where attendees see and/or hear each other; this includes meeting in person in the same room or conducting a meeting by video conference or teleconference. Voting can be conducted by the Board at meetings or through mail, fax or email. In order for business to be conducted by email the following requirements will be met:

- a) every Board Member must be provided with the means to participate;
- b) a procedure must be in place to verify the identity of the individuals participating to ensure that they are eligible Board Members;
- c) a mechanism must be in place to verify that the eligible Board Members are participating and
- d) all Board Members must agree to participate in this manner.
- e) motions may be made by any board member via email to all members of the Board's email list;
- f) this email will include the date and time of the deadline for voting on the motion and will be sent at least seven days prior to the deadline;
- g) Board Members may vote at any time before the deadline via email to the Board's email list and this email will contain the email in which the motion was proposed;
- h) motions will pass if a majority of Board Members cast votes and a majority of votes cast are in favor of the motion;
- i) motions will pass or fail as soon as enough votes have been cast to determine the outcome.

Section 6. Nominations. No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. On or before April 1st in each year preceding an election, the Board of Governors shall solicit from each voting member in good standing up to three names of voting members in good standing for at least two years to serve as Nominating Committee candidates. A minimum of thirty days shall be allotted for membership response. Before May 21st of such year, a Nominating Committee shall be appointed by the Board of Governors. This Committee shall consist of five members, preferably from different areas of the United States, and one alternate, no more than one of whom may be a member of the current Board of Governors. The Board shall name the Chairman of the Committee. The Nominating Committee may conduct its business by mail. The Secretary shall notify each Committee member, procure his or her written acceptance, and publish the Committee composition to the members by June 7th. The President shall charge the Nominating Committee with its duties.

a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and five candidates for Directors before August 7th, and shall procure the written acceptance of each nominee so chosen. The Committee shall 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, along with their written acceptances, to the Secretary who shall mail the list, including the full name of each candidate with his or her complete address, to each member of the Club before August 14th, 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 addressed to the Secretary and received at his or her regular address on or before September 14th, signed by five voting members in good standing and accompanied by the written acceptance of each additional nominee signifying his or her willingness to be a candidate.

c) No person shall be a candidate for more than one position, and the additional nominations provided for herein may be made only from among those who have not accepted a nomination of the Nominating Committee.

d) Nominations cannot be made in any other manner than as provided herein.

Section 7. Triennial Election

a) At the Triennial Election, the vote shall be conducted by ballot if there is more than one candidate for any office or directorship. If no valid additional nominations are received by the Secretary on or before September 14th, the Nominating Committee's slate shall be declared elected on January 1st, and no balloting will be required. Balloting shall not be required for any uncontested position.

b) If one or more valid additional nominations are received by the Secretary on or before September 14th, the Secretary shall, before September 21st, mail to each voting member in good standing a ballot listing the entire slate with nominees for each position in alphabetical order, with the name of the state in which each resides, indicating each position requiring a vote, together with a blank envelope for each ballot and a return envelope marked "Ballot". The return envelope shall be addressed to an independent accounting or legal firm designated by the Board, and shall bear the name of the voting member to whom the ballot was sent. So that the ballot may remain secret, each voter, after marking his ballot, shall seal the ballot in the blank envelope which shall be placed in the second envelope addressed to such firm. Prior to the opening of the outer envelopes, such firm shall check the names thereon against the list of eligible members in good standing on the date of return postmark provided by the Secretary to certify the eligibility of each voter as well as the results of the voting which shall be announced as hereinafter provided. The inner envelopes shall remain sealed until the votes are tallied as provided in Section 7 (c) of this Article.

c) In the case of a balloted election, the ballots shall be tallied by such firm as provided in Section 7 (b) of this Article. The Secretary shall advise the membership at the time the ballots are mailed of the date, which shall be at least 21 days from the date of ballot mailing and before October 21st, by which ballot envelopes must be postmarked to be considered valid and of the date, time, and place for the counting of the ballots. The Count Date shall be no sooner than thirty days from the date of the mailing of the ballots and at least ten days past the mailing deadline and before November 12th. Members or designated representatives may be present at the counting of the ballots. Immediately after the count has been made, such firm shall by written report notify the Secretary who, upon receipt of the report immediately shall notify the newly elected Officers and Directors and shall transmit the results of the election to the membership within seven days.

d) After counting the ballots, such firm shall retain all ballots and envelopes for a period of thirty days following the election and shall keep them available for inspection by any member. Inspection may be made only after prior application to inspect has been made to such firm in writing within this thirty day period and shall occur at mutual convenience during business hours. In the event an inspection is requested, the ballots shall be retained by the firm for up to fifteen additional days if required for the inspection to be completed.

Article IV. Committees

Section 1. The Board may appoint standing committees and chairmen to advance the work of the Club in such matters as dog shows, trophies, annual awards, membership and other fields which may well be served by committees. Such appointments may be made and annually reaffirmed by a majority vote of the full membership of the Board with written notice to the appointee; the Board may appoint successors to those persons whose service has been terminated. Special committees may also be appointed by the Board to aid it on particular projects. The Board shall have final authority over the work of all committees. The President shall be an ex officio, non-voting member of all committees except the Nominating committee.

Article V. Discipline

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

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 which will be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or to the breed. If the Board considers that the actions do not allege conduct which would be prejudicial to the best interest 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 of a hearing by the Board or a Committee of not less than three members of the Board, not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if he or she wishes.

Section 3. Board Hearing. The Board or Committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and the defendant, the Board or Committee may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing, or until the next annual meeting, if that will occur after six months. And, if it deems that punishment insufficient, it may also recommend to the membership that the punishment be expulsion. In such cases, the suspension shall not restrict the defendant's right to appear before his or her fellow-members at the ensuing Club meeting which considers the recommendations of the Board or Committee. Immediately after the Board or Committee has reached a decision, its finding shall be put in written form and filed by the Secretary. The 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 of the Club following a hearing and upon recommendation of the Board or Committee as provided in Section 3 of this Article. The

defendant shall have the privilege of appearing in his or her own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations and shall invite the defendant, if present, to speak in his or her own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present at the annual meeting shall be necessary for expulsion. If the expulsion is not so voted, the suspension shall stand.

Article VI. Amendments

Section 1. Amendments to the Constitution and Bylaws and to the Standard of the Breed may be proposed by the Board of Governors or by written petition addressed to the Secretary signed by twenty percent of the voting membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the voting members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Section 2. The Constitution and Bylaws or the Standard for the Breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each voting member in good standing on the date of mailing, accompanied by a ballot on which he or she may indicate his or her choice for or against the action to be taken. Ballot preparation and tally procedure shall be conducted as provided in Article III, Section 7. The Secretary shall advise the membership at the time the ballots are mailed of the date, which shall be at least 30 days and not more than 45 days from the date of ballot mailing, by which ballot envelopes must be postmarked to be considered valid and of the date and place for the count, which shall be at least ten days past the mailing deadline. A favorable vote of 2/3 of the eligible members who return valid ballots within the time limit shall be required to effect any such amendment.

Section 3. No amendment to the Constitution and Bylaws that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club. No amendment to the Standard for the Breed shall be introduced into the amendment procedure if within an American Kennel Club moratorium for Breed Standard change nor shall any amendment to the Standard for the Breed that is adopted by the Club become effective until it has been approved by the Board of Directors of the American Kennel Club.

Article VII. Dissolution

Section 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the voting members in good standing. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary 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 payments 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 Governors.

Article VIII. Order of Business

Section 1. At meetings of the Club, the order of business, so far as the character and nature may permit, shall be as follows:

- Roll Call
- Minutes of the Last Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of new members
- Unfinished business
- New business
- Adjournment

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

- Minutes of the Last Meeting
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of new members
- Unfinished business
- New business
- Adjournment

Section 3. Parliamentary Authority. Subject to the provision of these Constitution and Bylaws, Robert's Rules of Order (latest revision) shall govern the conduct of the Club's business.

Approved by the American Kennel Club and Adopted December 23, 2010.
DANDIE DINMONT TERRIER CLUE OF AMERICA, Inc.
CODE OF ETHICS