

# **Dandie Dinmont Terrier Club of America, Inc.**

## **By-Laws 2023**

### **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 all persons eighteen years of age or 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. Annual General Membership dues are \$40.00 for an individual or \$45.00 for a family.

b) Junior Membership: open to persons at least nine years of age and under eighteen years of age. Junior Members shall enjoy all Club privileges except the right to vote and to hold office. On their eighteenth (18<sup>th</sup>) birthday Junior Members shall automatically become General Members. The Corresponding Secretary shall then publish their names to the membership. Annual Junior Membership dues are \$20.00.

c) Foreign Members: open to 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. Annual Foreign Membership dues are \$45.00 for individual or \$50.00 for a family.

d) Honorary Members: open to persons who have made significant contributions to the breed and proposed in writing to the Board of Governors by any member in good standing. The Board so designates individuals by unanimous vote. Honorary members shall enjoy all Club privileges except the right to vote and to hold office. They shall not be required to pay annual dues.

e) Lifetime Membership: open to long-time members who have made significant contributions to the breed. Individuals may be proposed in writing to the Board of Governors by any member in good standing. Lifetime Members are so designated by the Board by unanimous vote. They shall enjoy all Club privileges including the right to vote and hold office. They shall not be required to pay 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 or electronic 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 with the approval of the membership.

#### **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. 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) The applicant shall be admitted to membership if no dissenting vote is received by the Corresponding Secretary within thirty (30) days after publication. If a letter of dissent is received, the application, together with the letter of dissent must be submitted by the Corresponding Secretary to the Board of Governors. After due investigation, the Board of Governors shall vote on application. Favorable votes of two-thirds (2/3<sup>rd</sup>) of the Governors by secret vote shall be required to elect the 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. The Club may elect the applicant. An applicant who has been rejected may not be reconsidered at any club meeting held within twelve months of the date of the rejection. Favorable votes of three-fourths (3/4's) of the voting members in good standing in attendance at the meeting of the Club shall be required to elect the 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 1. Board of Governors**

a) The Board shall be comprised of the President, Vice President, Recording Secretary, Corresponding 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 three (3) three-year terms for a total of nine (9) consecutive years in any capacity on the Board; an individual shall then not be on the Board for one (1) three-year term, and then may return to the Board for not more than six (6) 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 associated with 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 Recording Secretary** shall: (i) Send out notice of all Board meetings and facilitate the setup of Board in-person meetings, virtual meetings, and conference calls ("**Meetings**"); (ii) Solicit agenda items, draft the agenda, and circulate the agenda to the Board for Meetings; (iii) Keep minutes of all Meetings, including the record of any votes taken and of all matters of which a record shall be ordered by the Club; (iv) Prepare the Secretary's Report quarterly for publication in the Mustard & Pepper; (v) Maintain a roll of the Members in good standing; (vi) Update each Member's mailing and email addresses and update a record of each Member's addresses for the purpose of sending out ballots for the Club's judge selection process ("**Ballots**") for the selection of the Regular Judge and the Sweepstakes Judge for the Club's Specialty Show ("**Judge Selection Process**"); (vii) Send out Ballots to the Members and receive Ballots from Members by regular mail and as prescribed in the Club's Bylaws and Policies; (viii) Assist the Tabulation Committee's tabulation of Ballots for the Judge Selection Process as prescribed in the Club's Bylaws and Policies, and report the tabulation results to the Board; (ix) Prepare and send the judge contracts to the judges selected by the Members as part of Judge Selection Process and as determined by the Ballots received and duly tabulated ("**Judge Contracts**"); (x) Forward a copy of the executed Judge Contracts to the Treasurer; (xi) Notify Officers and Directors of their election to office and/or to the Board of Governors; (xii) Sign contracts and other legal documents on behalf of the Club; (xiii) Prepare an Annual Recording Secretary's Report for presentation at the Annual Members Meeting; and (xiv) Carry out such other duties as are prescribed in

these Bylaws. The unqualified word “secretary” when used alone refers to the Recording Secretary and not the Corresponding Secretary.

**d) The Corresponding Secretary shall:**

(i) Act as the recipient of record for all correspondence from the general public directed to the Club, including correspondence from the American Kennel Club, except as otherwise specified in these Bylaws; (ii) Have charge of the Club’s correspondence; (iii) Notify Members of Meetings where Members are invited to attend; (iv) Make an Annual Corresponding Secretary’s Report to the Board of correspondence received and answers sent; (v) Promptly submit to the Recording Secretary any matters requiring the attention of the Board; (vi) Notify committee chairpersons of their appointments and their committee duties; (vii) After the comment period ends, distribute all membership applications and comments to the Recording Secretary for distribution to the Board; (viii) Notify all membership applicants of the Board’s action on their application and new Members of their election to Membership; (ix) Forward to the Recording Secretary and to the Treasurer the new Member’s name, mailing address, e-mail address, and other contact information; (x) coordinate and direct any voting where an independent firm is used to facilitate electronic voting as well as mailed voting in compliance with New York State and AKC requirements; and (xi) Carry out such other duties as are prescribed in these Bylaws. In the month of January each year, the Corresponding Secretary shall confirm in writing that the Club’s registered agent agrees to continue in this capacity for the next year and the address for the registered agent’s office for the ensuing year. The Corresponding Secretary shall notify the Secretary of State of the State of New York of any change in the registered agent or registered office of the Club which has been approved by the Board.

e) The Treasurer shall receive all money belonging to the Club and make receipt thereof. The treasurer shall deposit without any deductions or offsets the same in a bank satisfactory to the Board in the name of the Club. All financial records shall always be open to inspection of the Board. The treasurer shall report at every board meeting on the condition of the Club's finances using the following standard financial reports: Balance Sheet, Income Statement, Statement of Retained Earnings, Monthly Check Register/Deposits & Disbursements, and Statement of Changes in Financial Position.

At the annual meeting the Treasurer shall render a synopsis of material income and expenses for the previous fiscal year and confirm appropriate filing of the required 990 IRS reporting. The Treasurer shall be bonded in such amount as the Board of Governors shall determine. The Treasurer shall submit for audit no later than February 15th 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 15th of the new fiscal year.

f) A Delegate to the American Kennel Club shall be appointed by the Board of Governors by February 1st of each year. The Delegate may not serve as delegate and a member of the Board of Governors at the same time.

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 following each Triennial Election. Each retiring officer shall turn over to his or her successor in office all properties and records relating to that office by January 1 except for specific records of the treasurer. The treasurer's records for the prior year ending December 31 and required to close the fiscal year, file tax return(s) and support the audit shall be provided upon completion of said activities, but no later than the completion of the audit on or before March 15th of the current year.

### **Section 2. Voting**

At the annual meeting or at a special meeting of the Club, participation and voting shall be limited to those voting members in good standing who are present or electronically participating at the meeting, except for amendments to the Constitution and Bylaws, the Standard of the Breed, elections, and any other specific question the club's Board of Governors shall determine, which shall be decided by written ballot cast by mail or electronically as determined by New York State law and AKC requirements. 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 electronically or by written ballots cast by mail.

The Board of Governors may decide to submit specific questions for decision of the voting members by written ballots cast by mail, or electronically in accordance with New York State and the AKC's current procedures on Electronic Balloting for AKC Parent clubs.

### **Section 3. Annual Meeting**

Written notice of such meeting shall be mailed or sent electronically by the Corresponding Secretary to all members at least thirty (30) days prior to the date of the meeting.

The quorum for the annual meeting shall be ten percent (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 Corresponding Secretary upon receipt of a petition signed by ten percent (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 or sent electronically by the Corresponding Secretary to all members at least twenty-one (21) and not more than thirty (30) 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 ten percent (10%) of the voting members in good standing.

#### **Section 5. Board Meetings**

General Management of the club's affairs is entrusted to the Board of Governors.

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 e-mailed by the Recording Secretary to each member of the Board in a timely fashion prior to the meeting. A quorum for a Board meeting is five (5) voting members.

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 concluded 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 1<sup>st</sup> 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 31<sup>st</sup> 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 e-mail, Zoom call, or both. The Corresponding Secretary shall notify each Committee member, procure his or her written acceptance, and publish the Committee composition to the members by June 15th. 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 15<sup>th</sup>, 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 Corresponding Secretary who shall e-mail or mail the list, including the full name of each candidate with his or her complete address, to each member of the Club before August 31<sup>st</sup> 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 Corresponding Secretary and received at his or her regular address on or before September 30<sup>th</sup>, signed by five (5) 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 Corresponding Secretary on or before September 30<sup>th</sup>, the Nominating Committee's slate shall be declared elected on January 1<sup>st</sup>, 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 30<sup>th</sup>, the Corresponding Secretary shall, before October 7<sup>th</sup>, initiate the election process for electronic and mail balloting.

Each voting member in good standing shall receive an electronic or paper ballot in compliance with New York State and American Kennel Club procedures for electronic voting. The ballot shall list 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 an explanation of the electronic voting procedures as required by the independent firm managing the election or a blank envelope for each ballot and a return envelope marked "Ballot". Electronic ballots must be submitted within the time frame stated on the ballot communication. For mailed returns, the return envelope shall be addressed to the independent organization specializing in electronic balloting and selected by the Board of Governors to manage the electronic and mailed election ballots. The mailed ballot return envelope shall bear the name of the voting member to whom the ballot was sent. So that the mailed ballot may remain secret, each voter after marking the 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 Corresponding 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.

Voting by Proxy shall not be permitted.

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 Corresponding Secretary shall advise the membership at the time the electronic and mailed ballots are electronically distributed or mailed of the date, which shall be at least 21 days from the date of ballot mailing and before November 4<sup>th</sup>, by which electronic voting or the ballot envelopes must be completed or 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 (30) days from the date of the mailing of the ballots and at least ten (10) days past the mailing deadline and before November 21<sup>st</sup>. 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 Corresponding 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 electronic votes and 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 (30) 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 (15) additional days if required for the inspection to be completed.



## **Article IV. Committees**

### **Section 1. Committees**

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 Recording Secretary together with a deposit of \$100.00 which will be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Recording 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 Recording 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 either in person or via an electronic/video method 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 Recording Secretary. The Recording 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, either in person or electronically, 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 two-thirds (2/3's) 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, any of the Bylaws, and to the Standard of the Breed may be proposed by the Board of Governors or by written petition addressed to the Corresponding Secretary signed by twenty (20%) 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 Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding 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 emailed or 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 Corresponding 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's (two-thirds) of the eligible members who return valid ballots within the time limit shall be required to affect 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.** 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 Recording Secretary

Report of Corresponding 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 President  
Report of Recording Secretary  
Report of Corresponding 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.