

Constitution and Bylaws
Russian Tsvetnaya Bolonka Club of America

ARTICLE I

Name and Objectives

SECTION 1. State Law Compliance Statement: “These Bylaws are subject to and governed by the State of Delaware Not-for-profit Corporation Laws and the Article of Incorporation of the Russian Tsvetyana Bolonka Club. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the State Not-For-Profit Corporation Laws, the Delaware State Not-For-Profit Corporation Act will be controlling.”

SECTION 2. The Club name shall be Russian Tsvetnaya Bolonka Club of America

SECTION 3. The Objectives of the Club shall be:

- a) to encourage and promote quality in the breeding of purebred Russian Tsvetnaya Bolonkas, and to do all possible to bring their natural qualities to perfection.
- b) to encourage the organization of independent local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club.
- c) to urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which the Russian Tsvetnaya Bolonka will be judged.
- d) to do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike competition at companion events, and any other events for which the club is eligible under the rules and regulations of the American Kennel Club.
- e) To conduct sanctioned matches, and license events for which the club is eligible, under the Rules and Regulations of the American Kennel Club.

SECTION 4. IRS Not-For-Profit Compliance Statement: “[In Accordance with Federal, State and Local Law] No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.”

SECTION 5. 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.

BYLAWS

ARTICLE I Membership

SECTION 1. Eligibility. There shall be four types of Club membership: Regular, Household, Foreign, and Junior. Membership is open to persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. Any person applying for a Regular or Household membership must own or co-own at least one AKC Registered Russian Tsvetnaya Bolonka and must reside in the United States. Regular and Household Members in good standing (as defined in Article 1, Section 4) shall be referred to herein as “Voting Members.”

- a) **Regular Membership.** Open to individuals eighteen years of age or older. Regular members enjoy all privileges of the Club, including the right to vote and hold office. Each Regular member has one vote and is counted in determining a quorum.
- b) **Household Membership.** Open to two persons eighteen years of age or older, living at the same domicile. Each Household member enjoys all privileges of the Club, including the right to vote and hold office. Each Household member has one vote and is counted in determining a quorum. In the event of the divorce of Household members, each such membership shall automatically convert to a Regular Membership. In the event of the death of a Household member, the remaining Household member’s membership shall automatically convert to Regular Membership.
- c) **Foreign Membership.** Open to persons who live outside the United States (or its territories and possessions). Foreign members cannot vote or hold office, and they do not count in determining a quorum. The membership of any Regular, Household or Junior member who no longer resides in the United States shall automatically convert to a Foreign membership, but if the member is in good standing, shall revert to the previous membership status when the member re-establishes residence in the United States.
- d) **Junior Membership.** Open to persons nine through seventeen years of age who have demonstrated an interest in the Russian Tsvetnaya Bolonka and the purposes of the Club. Junior members cannot vote or hold office, and they do not count in determining a quorum. On reaching the age of eighteen, a Junior member may apply to the Club, following the application and election procedure required for new members, to convert his or her Junior membership to a Regular or Household membership.

SECTION 2. Dues. Membership dues shall be determined by the Board from time to time. Dues for Regular Membership shall not exceed \$40.00 per year. Dues for Household membership shall not exceed \$45.00 per year. Dues for Foreign Membership shall not exceed \$30.00 per year. There will be no charge for Junior 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 or cause to be sent to each member a statement for dues for the ensuing year.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form approved by the Board which shall provide that the applicant agrees to abide by the Constitution and Bylaws for the Club and the rules of the American Kennel Club. The application shall state the name,

address, telephone number, email address and occupation of the applicant, and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

Applicants may be elected by secret ballot at any meeting of the Board of Directors or by secret vote of 2/3 of the directors by mail or email. Affirmative votes of 2/3rd secret vote of the directors' present at a meeting of the Board or 2/3 of the entire Board voting by mail or email shall be required to elect an applicant. The Chair of the Membership Committee shall count the ballots, preserve all ballots, and make them available for inspection at the written request of any Board member.

An application that has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the Club and Voting Members may elect such applicant by favorable vote of 2/3 of such members present and voting. Such voting shall be by secret ballot, which shall be counted by at least two Voting Members in good standing who are present at the meeting and are not Board members or endorsers of the applicant.

Applicants for membership who have been rejected by the Voting Members may not reapply within twelve months after such rejection.

SECTION 4. Membership in Good Standing. A member "in good standing" is a member of the Club who has paid his or her dues for the current year and is not suspended by the Club or The American Kennel Club.

SECTION 5. Transfer of Membership. No member may transfer his or her membership in the Club, or any right arising therefrom, nor may any such membership or right be transferred by operation of law to any other person or entity.

SECTION 6. Termination of Membership. Membership may be terminated by:

- a) Resignation. Any member in good standing may resign from the Club on written notice to the Secretary, but no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.
- b) Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty days after the first day of the year; however, the Board may grant an additional thirty days of grace to such delinquent member in meritorious cases. In no case may a person be entitled to vote at any Club meeting if that member's dues are unpaid.
- c) Expulsion. A membership may be terminated by expulsion as provided in Article VI of the Bylaws.
- d) Death. A membership is terminated by the death of a member.

ARTICLE II

Meetings

SECTION 1. Annual Meeting

The annual meeting of the club shall be held in the months of August, September, or October in conjunction with the Club's National Specialty Show, if possible, at a place, date, and hour designated by the Board, or at such other place, date and hour as designated by the Board. Notice of the annual meeting shall be sent by the Secretary in any manner prescribed by the laws of the State of Delaware to each member at least thirty days prior to the date of the meeting. The quorum for the annual meeting shall be 10% of the Voting Members.

SECTION 2. Special Club Meetings. Special club meetings may be called by the President, 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 shall be called by the Secretary on receipt of a petition signed by 10% of the Members of the club who are in good standing. Any request for a Special Club meeting must state the purpose of the meeting. Such meeting shall be held at such place, date and hour as may be designated by the Board of Directors. Notice of such meeting shall be sent by the Secretary in any manner prescribed by the laws of the State of Delaware at least fourteen days, 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 meeting shall be 10% of the Members in good standing.

SECTION 3. Board Meetings. The first meeting of the Board shall be held immediately following the election. Other meetings of the Board shall be held at such times and places or via telephone conference call or via video conference as are designated by the President or a majority vote of the entire Board. Notice of such meeting shall be sent by the Secretary, in any manner prescribed by the laws of the State of Delaware, to each member of the Board at least fourteen days prior to the meeting. The quorum for a Board meeting shall be a majority of the Board.

SECTION 4. Participation in Meetings and Conduct of Business. Board members may conduct business in Board meetings in person, through telephone conferences, or video conferences or by any other method permitted by the laws of the State of Delaware. Participation in a Board meeting through any of these means constitutes presence in person at that meeting so long as all Board members participating in the meeting are able to hear one another or, if a Board member is hearing impaired, such Board member is otherwise able to follow the Board discussion and contribute to it as the discussion unfolds. The Board may conduct business (which includes voting) at meetings through mail, fax, or email; provided that, for business to be conducted via email, the following precautions are in place:

- a) Every Board member must be provided with a 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) In contrast to Board meetings, members can participate in Club meetings only in person and cannot participate in Club meetings through other means, including without limitation, use of telephone conference or email.

SECTION 5. Correspondence and Notices. Unless otherwise specified in these Bylaws, the Club shall send members notifications of Club meetings, minutes of meetings, statements of dues, and newsletters by email or postal mail. Likewise, unless otherwise specified in these Bylaws, the club shall send Board members notification of Board meetings by email or postal mail.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The Board of Directors shall consist of the officers and two other persons, all of whom shall be Voting Members in good standing who are residents of the United States. Members of the Board shall be elected for a Two-year term as provided in Article IV and shall serve that term until their successors are elected. General management of the Club's affairs shall be entrusted to the Board.

SECTION 2. Officers. The Club's officers, consisting of the President, Vice-President, Secretary, and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings:

- a) **President.** The President shall preside at all meetings of the Club and the Board and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these Bylaws.
- b) **Vice-President.** The Vice-President shall have the duties and exercise the powers of the President in the case of the President's death, absence, or incapacity.
- c) **Secretary.** The Secretary shall keep a record of all meetings of the Club and the Board, of all votes taken, and of all matters of which a record shall be ordered by the Board; have charge of the correspondence, handle routine inquiries from the public and external Club communications; notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office; keep a roll of the members of the Club with their addresses, which shall be sent to any member in good standing upon written request, not more than once every club year and carry out such other duties as are prescribed in these Bylaws. The mailing address of the Club shall be that of the Corresponding Secretary.
- d) **Treasurer.** The Treasurer shall collect and receive all money due or belonging to the Club and deposit such money in the bank approved by the board, in the name of the Club. The Treasurer shall keep or cause to be kept the financial records and books of the Club, and they shall at all times be open to inspection by the Board. The Treasurer shall give a report at every meeting of the Board on the condition of the Club's finances and every item of receipt or payment not before reported, and at the annual meeting an accounting shall be rendered of all money received and expended during the previous year. The Treasurer shall be bonded in such amount as the Board shall determine.

e) **AKC Delegate**

[Among other duties the Delegate shall report to the Club all actions and matters discussed at AKC's Quarterly Delegate Meetings.] The Delegate shall be an appointed official whom is not on the board. The Delegate's term shall be 2 years.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the Officers during the year shall be filled for the remainder of the position's term by a majority vote of the Board. However, a vacancy in the office of President shall automatically be filled by the Vice-President for the remainder of the term.

ARTICLE IV

The Club Year, Annual Meeting, Elections

SECTION 1. Club Year. The Club's Fiscal year shall begin on the first day of January and end on the last day of December. The Club's official year shall also begin on the first day of January and end on the last day of December. The elected officers and directors shall take office on the first day of January following the year in which they are elected. Each retiring officer shall turn over to his or her successor in office all properties and records relating to that office by January 1 following the year of the election.

SECTION 2. Voting. Only Voting Members in good standing shall be entitled to vote. The biennial election of officers and directors, amendments to the Constitution, Bylaws, and the standard for the breed shall be decided by secret written ballot cast by mail or by electronic balloting by an independent firm in accordance with Delaware State Law and AKC policy. The Board may submit other specific questions for decision of the members by written ballot cast by mail. Voting by proxy shall not be permitted.

SECTION 3. Biennial Election of Board Members. The election of officers and directors (and Delegate to the American Kennel Club who may but need not be an officer or director of the Club) shall be conducted by secret ballot in any manner provided for by the laws of the State of Delaware. To be valid, ballots must be received by the Secretary (or Independent Professional Firm designated by the Board) by November 1 of the year in which the election is held. Ballots shall be counted by three inspectors of election who are Voting Members and are neither members of the current Board nor candidates on the ballot (provided, however, that the Board may designate an Independent Professional Firm to send, receive, and count the ballots). The nominated candidate receiving the greatest number of votes for each position shall be declared elected. If any nominee, at the time of election, is unable to serve for any reason, such nominee shall not be declared elected, and the vacancy so created shall be filled by the new Board in the manner provided in Article III, Section 3. All ballots received by the Secretary, as well as the names of the persons casting such ballots, shall be made available for inspection by the board and membership following the election, but the names of such persons shall not be associated with the respective ballots that they cast.

SECTION 4. Nominations and Ballots. A Nominating Committee shall be chosen by the Board before July 15th of the year in which the election is held.

a) The Nominating Committee shall nominate from among the eligible members of the Club one candidate for each office and for each position on the Board and for the Delegate to The American

Kennel Club and shall procure the acceptance of each nominee so chosen. The Nominating Committee should consider geographical representation of the membership on the Board to the extent that it is practical to do so. The Nominating Committee shall then submit its slate of candidates to the Secretary, who shall then mail or email the list, including the full name of each candidate and the name of the state in which he or she resides to each Voting Member on or before August 15, so that additional nominations may be made by such members if they so desire. The notice will also include the total number and names of paid voting members in good standing as of that date, so that members who file petitions will know the minimum number of signatures which must be submitted and identify the eligible petitioners.

b) Additional nominations of Voting Members may be made by written petition signed by five Voting Members (other than the member so nominated) addressed to the Secretary and postmarked on or before September 15, accompanied by the written acceptance of each such additional Voting Member nominee signifying his or her willingness to be a candidate. Such petitions shall be made available for inspection by the Board and the membership prior to the election. No person may be a candidate for more than one position except for the position of Delegate.

c) If no valid additional nominations are received or postmarked on or before September 15, the Nominating Committee's slate shall be declared elected, and no balloting will be required.

d) If one or more valid additional nominations are received or postmarked on or before September 15, the Secretary (or an Independent Professional Firm designated by the Board) shall, on or before October 1st, send to each member in good standing a ballot 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 the Secretary (or designated professional firm) 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 their ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope and return it in accordance with the directions provided addressed to the Secretary (or designated professional firm). The inspectors of election (or designated professional firm) shall check the returns 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 certify the eligibility of the voters as well as the results of the voting, which shall be announced at the annual meeting.

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

ARTICLE V

Committees

SECTION 1. Standing and Special Committees. The board may appoint standing committees to advance the work of the Club in such matters as dog shows, trophies, annual prizes, membership, and other fields that may be well served by committees. 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. Appointment Termination. Any Committee appointment may be terminated by a majority vote of the full board upon written notice to the appointee. The Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

Discipline

Section 1. American Kennel Club Suspension. Any member who is suspended from any of 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 the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50, which shall be forfeited if such charges are not sustained by the Board or a Board Committee following a hearing. Disciplinary hearings may be held via telephone conference call provided there is a bylaw provision which enables the Board to transact business by teleconference. 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 the breed. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club or the breed, it may refuse to entertain jurisdiction.** If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing not less than three weeks nor more than six weeks thereafter by the Board or Board Committee of not less than three members of the board. **The Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.**

Section 3. Board Hearing. The Board or Board 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 complainant and defendant, the Board or Board Committee may by a majority vote of those present reprimand (A written reprimand directed exclusively to the member may be somewhat detailed but an official (published) reprimand should only indicate that subsequent to a Board hearing "... member (X) was officially reprimanded as a result of charges filed by member (Y).") or suspend the defendant from all privileges of the club for not more than 6 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 penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing club meeting, which considers the recommendation of the Board or the Board Committee. Immediately after the Board or Board Committee has reached a decision, its findings shall be put in written form and filed with 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 the recommendation of the Board or Board Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing on his/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 on his/her own

behalf. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII

Amendments

Section 1. Proposed Amendments. Amendments to the Constitution and Bylaws or breed standard may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments to the bylaws proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the 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. Proposed amendments to the standard for the breed must be submitted to the members with recommendations of the Board by the Secretary for a vote following the procedures established by the AKC Board of Directors.

Section 2. Voting on Amendments. The Constitution and Bylaws may be amended at any time (or the standard for the breed in accordance with AKC policies), provided a copy of the proposed amendment has been sent by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual-envelope and balloting procedures described in Article IV, Section 4 (d) shall be followed in handling such ballots, to assure the secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date postmarked, by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to affect any such amendment.

[Section 3. Effective Date. ["No amendment to the Constitution and Bylaws or the standard for the breed that is adopted by the Club shall become effective until it is approved by the Board of Directors of The American Kennel Club."]

ARTICLE VIII

Dissolution

Property and Asset Dissolution. The club may be dissolved at any time by written consent of at least 2/3 of the Voting Members in good standing [and in accordance with State Law]. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary or involuntary, or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club, but after payment of 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 Directors unless otherwise prohibited by State Law.

ARTICLE IX

Order of Business

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

Roll Call
Minutes of the last meeting
President's Report
Secretary's Report
Treasurer's Report
Committee Reports
Election of Officers and Board (at annual meeting)
Election of New members
Unfinished business
New business
Adjournment

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

Minutes of last meeting
Secretary's Report
Treasurer's Report
Committee Reports
Unfinished business
Election of New members
New Business
Adjournment

ARTICLE X

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 Bylaws and any other special rules of the order of the Club may adopt.