

Constitution/Bylaws

SECTION 1. The name of the Club shall be the CANADIAN COTON de TULEAR CLUB.

SECTION 2. The objects of the Club shall be:

- (a) to promote and protect the health, temperament and well-being of the Coton de Tulear.
- (b) to promote the ethical breeding standards with particular commitment to guarding against the propagation of heritable genetic diseases;
- (c) to promote breed education and responsible pet ownership;
- (d) to urge members and breeders to accept the standard of the breed as approved by the Federation Cynologique Internationale (FCI) as the only standard of excellence by which the Coton de Tulear shall be judged;
- (e) to do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows and obedience trials;
- (f) to operate on a not-for-profit basis;
- (g) to use our quarterly newsletter entitled "The Coton Malgache", to inform the membership of Club activities and any items of particular interest of our breed;
- (h) the area of operation shall be the country of Canada;
- (i) to keep accurate records of breeding, registration papers, microchip implant numbers or tattoo, sales of puppies and pedigrees of dogs;
- (j) to encourage the maintenance of a clean and orderly kennel with all stock sold circumstances warrant, and to hold the well-being of our breed above financial gain.

ARTICLE I

Membership

SECTION 1. *Eligibility.* Membership is open to all persons eighteen years of age and older who subscribe to the purposes of the club.

SECTION 2. *Dues.* Membership dues shall not exceed \$35.00 per year for an individual membership, payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of December, the Secretary shall send to each member a statement of his dues for the ensuing year. Fees that are not paid by the 31 st of January shall render the membership cancelled. Any fees paid after the end of October shall be deemed for the following year.

SECTION 3. *Election to Membership.* Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that (he applicant agrees to abide by these constitution and bylaws. The application shall state the name, address and occupation of the applicant. 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 the Directors by mail. Affirmative votes of 75% of the Directors present at a meeting of the Board or of 75% of the entire Board voting by mail, shall be required to elect an applicant.

An application which 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 the members may elect such applicant by secret ballot and a favourable vote of 75% of the members present.

SECTION 4. *Termination of Membership.* Membership 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 will be considered as lapsed and automatically terminated if such member's dues remain unpaid after the 31st of January; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

(c) *by expulsion.* A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II

Meetings

SECTION 1. *Annual Meeting.* The annual meeting of the Club shall be held at a place, date, and hour designated by the Board of Directors. Written notice of the annual meeting shall be mailed by the Secretary to each member at least 30 days prior to the date of the meeting. The quorum for the annual meeting shall be 10% of the members in good standing.

SECTION 2. *Special Club Meetings.* Special Club meetings 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 shall be called by the Secretary upon receipt of a petition signed by 25% of the members of the Club who are in good standing. Such meeting shall be held at such place, date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary at least 14 days and not more than 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 20% 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 of Directors 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 each such other meeting shall be mailed by the 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 voting in person, by mail, E-mail, FAX or telephone conference call.

SECTION 4. The Board of Directors may conduct its business by mail, E-mail, FAX or telephone conference call through the Secretary. Items voted upon by telephone conference call must be confirmed in writing within 7 days.

ARTILCE III

Directors and Officers

SECTION 1. *Board of Directors.* The Board shall be comprised of the officers and 4 other persons, all of whom shall be CKC members in good standing who are residents of Canada. They shall be elected for two-year terms as provided in Article IV, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

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) The President shall preside at all meetings 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 bylaws.

(b) The Vice-President shall perform the duties of an executive officer in the management of the Club's affairs under the direction of the President. The Vice-President shall perform other duties as may be assigned by the Board of Directors.

(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; have charge of the correspondence, notify members of meetings, notify new members of the election to membership, 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 collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank approved by the Board, in the name of the Club. All bills being paid for the CCTC will be from checks drawn on the club account.

They must be signed by two officers, preferably the president and the treasurer, therefore no petty cash fund will be used. The books shall at all times be open to inspection of the Board and a report shall be given at every meeting of 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 moneys received and expended during the previous fiscal year. If needed the role of Secretary and Treasurer may be combined.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next bi-annual 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.

An office shall automatically become vacant if the officer or director shall be absent for more than two meetings in a year unless excused by the President.

ARTICLE IV (effective December 1, 2018)

The Club Year, Voting, Nominations, Elections

SECTION 1. Club Year. The Club's fiscal year shall begin on the 1st day of January and end on the last day of December.

The Club's official year shall begin on the 1st day of January and end on the last day of December. The elected officers and directors shall take office on the first day of the month following the bi-annual election and each retiring officer shall turn over to his 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 a special meeting of the Club voting shall be limited to those members in good standing who are present at the meeting, except for the bi-annual election of Officers and Directors and amendments to the constitution and bylaws and the standard for the breed which shall be decided by written ballot cast by mail or by confidential electronic/internet voting. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail or by confidential electronic/internet voting.

SECTION 3. Bi-Annual Election. The election of Officers and Directors shall be conducted by secret ballot. Ballots to be valid must be received by the Secretary. Ballots shall be counted by two inspectors of the election who are members in good standing and neither of the current Board nor candidates on the ballot. The nominated candidate receiving the greatest number of votes for each office 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 Directors in the manner provided by Article HI, Section 3. The first election will be held in 1999, with the years 1996 through 1998 designated as the Club's charter years with no elections required and vacancies or additions to the Board of Directors being filled in the manner provided in Article III, Section 3 of these bylaws.

SECTION 4. *Nominations and Ballots.* No person may be a candidate in a Club election who has not been nominated in accordance with these bylaws. A Nominating Committee shall be chosen by the Board of Directors before October 15th. The Committee shall consist of three members from different areas of Canada, and two alternates, all members in good standing, no more than one of whom may be a member of the current Board of Directors. The Board shall name a chairman for the Committee. The Nominating Committee may conduct its business by mail. (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 of Directors 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 Secretary who shall mail the list, including the full name of each candidate and the name of the province in which he/she resides, to each member of the Club on or before November 15th, 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 postmarked on or before December 15th, signed by five members and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. (c) If no valid additional nominations are postmarked on or before December 15th, the Nominating Committee's slate shall be declared elected and no balloting will be required. (d) If one or more valid additional nominations are postmarked on or before December 15th, the Secretary shall, on or before January 15th, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the provinces in which they reside, together with a blank envelope and a return envelope addressed to the 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 their ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Secretary. Notice with such ballot 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 inspectors of election 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

Committee

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club. 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 been terminated.

ARTICLE V1

Discipline

SECTION 1. *Suspension.* Any member who is suspended from the privileges of the Canadian Kennel Club, The American Rare Breed Association, The Canadian Rare Breed Association, the Federation Cynologique Internationale, 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 \$200.00 which shall 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 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 of 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 3 weeks nor more than 6 weeks thereafter. 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 own defence and bring witnesses if he 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 complainant and defendant, the Board or Committee may by a majority vote of those present suspend the defendant from all the 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 penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or 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 Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in their 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 their own behalf. The meeting shall then vote by secret ballot on the proposed expulsion. A 2/3 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. Amendments to the constitution and bylaws and to the standard for the breed may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 30% of the membership in good standing. Amendments 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.

SECTION 2. The constitution and bylaws and 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 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 procedures described in Article IV, Section 4 (d) shall be followed in handling such ballots, to assure 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 favourable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

ARTICLE VIII

Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than 75% of the members. 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 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 Directors.

By Law Addendum (effective December 5/2018)

CCTC Club Membership General

- There are two types of membership – Pet Member and Breeder Member.
- All new membership applicants must complete a Membership Application. All new Memberships will be Provisional Memberships (Pet or Breeder) for one year from the date of acceptance into the club. Full status members are those who have completed one-year provisional membership.
- Provisional Members do not have voting rights, may not be listed in the Breeder Directory, and may not post litter announcements.
- Full status Pet Members have voting rights.
- Full status Breeder Members have voting rights, may be listed in the Breeder Directory, and may post litter announcements.
- The Board of Directors reserves the right to speak to applicants to discuss their membership application. The questionnaire provided to Breeder Member applicants may be updated at any time by approval of the Board of Directors.

Process

- Application and signed Code of Ethics (COE) submitted to Secretary by applicant (Pet and Breeder).
- Pet Member applicants do not require a sponsor nor completion of questionnaires.
- Breeder Member applicants require a current Breeder Member, in good standing, as their club sponsor and mentor. The Breeder Member applicant and their sponsor are both required to complete and sign a questionnaire in addition to signing the COE. In instances, where there is a Breeder Member applicant who does not have a Breeder Member sponsor, a Member of the Board of Directors may choose to work with the new Breeder as their mentor. Questionnaires are to be submitted to the Secretary with the application and signed COE.
- Secretary provides the applicant a confirmation email acknowledging receipt of their application and required attachments.
- Secretary emails membership advising them of the new applicant (Pet and Breeder). Comments are welcome from the Membership to the Board of Directors. Any concerns regarding a new applicant must be received by the Board within 15 days.
- For Breeder Member applications, the Membership secretary will forward the completed questionnaires to the Board of Directors for their review. Should further information or additional questions arise from the Board, a Board Member will volunteer to contact the applicant and/or sponsor to obtain the required information.

- If no concerns are raised by the Membership within 15 days, the applicant shall automatically be accepted as a Provisional Member (Pet or Breeder as per application) without vote by the Board of Directors.
- If any Member(s) give reason for concern regarding a new applicant, one or more Members of the Board will do further investigation and provide their findings to the Board of Directors. Following this investigation, the Board shall vote. If the Board votes against granting Membership, the applicant will receive a letter advising them of their denied Membership. A vote of at least 66% of the eligible voting Board Members is required to accept the Member.
- Once an applicant has been approved as a Provisional Member (Pet or Breeder), membership fees are due to be paid.
- If no complaints or concerns are lodged against a Provisional Member during their first year in the club, they will automatically move to full status on the anniversary date of their acceptance into the club. The full status member then receives privileges according to "General 4 or 5" above.

Moving from Pet Member to Breeder Member

- Where a Member has joined the CCTC as a Pet Member and later wishes to become a Breeder Member, they must first successfully complete their one-year Provisional Pet Member period.
- The process steps that must be followed in this change are: #1 (b) to #4.
- If any Member(s) give reason for concern regarding the status change, one or more Members of the Board will do further investigation and provide their findings to the Board of Directors. Following this investigation, the Board shall vote. If the Board votes against granting Breeder Member status, the applicant will receive a letter advising them of their denied status change and will remain as a Pet Member. A vote of at least 66% of the eligible voting Board Members is required to accept the change to Breeder Member.
- Once an applicant has been approved as a Breeder Member, the difference between Pet Member fees and Breeder Member fees are due to be paid.