



Parson Russell Terrier Association of America, Inc.

CONSTITUTION

ARTICLE I Name and Objectives

SECTION 1. The name of the Club shall be The Parson Russell Terrier Association of America Inc., hereinafter referred to as the Club.

SECTION 2. The objectives of the Club shall be:

- a. to encourage and promote quality in the breeding of the Parson Russell Terrier and to do all possible to bring their natural qualities and abilities to perfection;
- b. to urge breeders, members and exhibitors to accept the Standard of the Breed as approved by the American Kennel Club as the only standard of excellence by which the Parson Russell Terrier shall be bred and judged.
- c. to encourage the organization of local Parson Russell clubs in localities where there are sufficient fanciers of the breed to meet the Rules and Regulations of the American Kennel Club;
- d. to uphold fully the Code of Ethics of the Club;
- e. to protect and advance the interests of the breed by:
 1. conducting sanctioned matches, specialty shows, earthdog, tracking, agility and obedience trials and other events under the rules and regulations of the American Kennel Club,
 2. providing educational seminars and material to include history, working, and standard of the breed
 3. promoting fellowship, helpfulness, sportsmanship and the sharing of knowledge among members;

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 objects.

BYLAWS

ARTICLE I Membership

SECTION 1. *Eligibility.* There shall be four (4) types of membership open to all persons eighteen (18) years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

- a. *Individual:* An individual member enjoys all the privileges of membership including the right to vote and hold office.
- b. *Household:* A household membership shall be limited to two adult members in a family, each holding the right to vote and hold office.
- c. *Honorary Membership:* Honorary members shall include persons of outstanding achievement or service. Honorary members shall be ineligible to hold office or vote unless such honorary members maintain voting status by application and payment of dues. Non-voting Honorary members shall not count in determination of a quorum.
- d. *Newsletter and Foreign Membership:* Open to persons 18 years of age and older who wish to receive the newsletter or reside outside the United States of America. Foreign and Newsletter members shall be ineligible to vote or hold office and said members shall not count in determination of a quorum. Dues are set for said members to cover the costs of printing and postal expenses.
- e. *Junior:* A Junior membership is open to ages 9 to 17, who wish to receive the newsletter. Junior members shall be ineligible to vote or hold office and said members shall not count in determination of a quorum.

SECTION 2. *Dues.* Membership dues shall be determined by a majority vote of the Board of Directors. Such amount to be paid on or before the 1st day of January each year. No member may vote at any type of meeting or by a ballot vote whose dues are in arrears for the current year. During the month of November, the Treasurer shall send to each member a statement of his dues for the ensuing year. The amount of dues for Individual and Household membership classes shall be determined by a vote of the Board of Directors once a year. Newsletter and Foreign memberships are set to cover printing and postage expenses. Certain types of membership shall pay no dues.

- a. Dues for an Individual Membership shall not exceed \$75 per year.
- b. Dues for a Household Membership shall not exceed \$100 per year.
- c. Dues for a Foreign and Newsletter Membership shall not exceed \$35 per year. d. Junior memberships shall not be charged dues.
- d. Honorary memberships shall not be charged dues.

SECTION 3. *Election to Membership.*

- a. *Individual and Household Members:* Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Constitution and Bylaws, the Code of Ethics, and the Rules of the American Kennel Club. The application shall include the name,

address and occupation of the applicant(s) and it shall carry the endorsement of two members of different households who have been voting members in good standing for at least two (2) years. Each sponsor may sponsor up to four (4) members per calendar year. Both sponsors shall submit with the application a recommendation for the applicant in a format as approved by the Board of Directors. The name of the applicant, along with the address and name of the sponsors, shall be printed in two consecutive issues of the Club's official newsletter before said applicant(s) may be presented to the Board of Directors for consideration. Applicants may be elected at any meeting of the Board of Directors by affirmative votes of two-thirds of the Directors present or by two-thirds of the entire Board by mail vote by written secret ballot. In the event an applicant has received a negative vote from the Board, one of the applicant's sponsors may present the application for a vote at the next annual meeting of the club. The affirmative vote of 75% of the members present and voting by secret ballot would be required to elect the applicant; provided said sponsor has advised the Secretary in writing of that intent at least 30 days prior to the annual meeting. Applicants for membership who have been rejected by the club may not reapply within 12 months after such rejections.

- b. *Honorary Members:* Honorary members shall be placed in this class by unanimous vote of the full membership of the board.
- c. *Foreign and Newsletter Members:* Applications shall be filed with the Secretary and need no approval or endorsement.

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. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation. 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 60 days after the first day of the fiscal year. In no case may a person whose dues are unpaid as of the date of the meeting be entitled to vote at any Club meeting.
- c. *By expulsion.* A membership may be terminated by expulsion as provided by Article VI of these Bylaws.

ARTICLE II

Meetings

SECTION 1. *Annual Meetings.* The annual meeting of the Club shall be held in conjunction with the Club's annual (National) Specialty Show whenever possible, at a place, date and hour designated by the Board of Directors. Notice of the annual meeting shall be sent by the Secretary to each member at least 30 days prior to the date of the meeting, via US Postal Service and/or approved electronic means, in accordance with AKC Policy and State Law. The quorum for such a 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 15% of the members of the Club who are in good standing. Such meeting shall be held at such place, date and hour as designated by the Board of Directors. Notice of such meeting shall be sent by the Secretary at least 14 days and not more than 30 days prior to the meeting, via US Postal Service and/or approved electronic means. The notice of such a meeting shall state the purpose for the meeting and no other club business may be transacted. The quorum for such a meeting shall be 10% of the members in good standing

SECTION 3. *Board Meetings.* The first meeting of the Board shall be held in November. 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, provided it does not conflict with any other provision in these bylaws. 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, via US Postal Service and/or approved electronic means. The quorum for a Board Meeting shall be a majority of the Board, voting by mail, fax, electronic means, video conference, telephone conference call, or by polling the Board through the Secretary.

SECTION 4. The Board of Directors may conduct its business by mail, fax, electronic means, video conference, telephone conference call, or by polling the Board through the Secretary provided it does not conflict with any other provision in these bylaws. Items voted upon other than at a meeting must be confirmed in writing by the Secretary within 7 days after the vote is taken, listing the vote of each Board member and the final tally. In order for business to be conducted by electronic means the following precautions must be in place:

- 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 the eligible Board members;
- c. a mechanism must be in place to verify that the eligible Board members are “listening”; and
- d. all Board members must agree to participate in this manner.

ARTICLE III

Directors and Officers

SECTION 1. *Board of Directors.* The Board of Directors shall bear the responsibility of general management and governance of the Club. The Board shall be comprised of the officers and five (5) other persons, all of whom shall be voting members in good standing for at least two (2) years who are residents of the United States and have not resigned from the Board in the current official club year. They shall be elected for two-year terms as provided in Article IV, and shall serve until their successors are elected. The officers of the Club shall be elected by the Board of Directors from among the Directors at the

first Board meeting. The officers of the Club shall be a President and a Vice President, each serving one year terms, a Secretary, and a Treasurer, each serving two-year terms. At the expiration of their respective terms, serving Directors are eligible for election to an additional two-year term. However, no person shall serve more than six (6) successive years as Director.

SECTION 2. *Officers.* The Club's officers 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 General Membership and shall perform any other duties assigned by the Board of Directors.
- b. The Vice President shall have the duties and exercise the powers of the President in his or her absence or incapacity.
- c. The Secretary shall keep a record of all meetings of the membership and the Board of Directors. The Secretary shall conduct the correspondence of the club and give notice of all meetings of the Club and the Board of Directors. The Secretary shall notify the Treasurer of all persons elected to membership in the Club. In the absence of the Secretary, the Board shall designate a member to fulfill the duties of the Secretary at that meeting. A vacancy in that office shall be filled in accordance with Section 5 of this Article.
- d. The Treasurer shall keep all accounts and shall have charge of all funds, and collect membership dues, and make all payments, keeping a correct list of the membership of the Club. The Treasurer shall render a statement of the accounts at each Annual meeting and whenever requested to do so by the Board of Directors. The treasurer shall be bonded in such amount as the Board of Directors shall determine and the expense for the bond borne by the Club. The Treasurer shall be elected for a two-year term.

SECTION 3. *American Kennel Club Delegate.* The A.K.C. Delegate shall be appointed yearly by the President with the approval of the Board. The Delegate is expected to keep the Board informed on A.K.C. activities, and when questions arise, is expected to vote in accordance with the views of the majority of the Board. The A.K.C. Delegate may or may not be a member of the Board, but must be a member of the Club in good standing.

SECTION 4. *Resignations.* The resignation of an officer who is also a member of the Board shall be an automatic resignation from the Board. Any member of the Board who misses three (3) consecutive meetings without just cause may be requested to resign from the Board at the discretion of the Board.

SECTION 5. *Vacancies.* Any vacancies occurring on the Board or among the officers during the year shall be filled until the next 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 automatically filled by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

ARTICLE IV

The Association Year, Voting, Nominations, Elections

SECTION 1. *Association Year.* The Clubs fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club's official year shall begin on the 1st day of November and shall end on the 31st day of October. The elected Directors shall take office at the first Board Meeting of the Club's official year. All accounts, records and official documents shall be turned over, by each retiring officer, to the new officer with 30 days of election or appointment.

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 annual election of 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 in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs. Voting by proxy shall not be permitted, at any meeting or election of the Association. The Board of Directors may decide to submit other specific questions for decision of the members by written or electronic ballot.

SECTION 3. *Annual Election.* The election of Directors shall be conducted by secret ballot. Ballots to be valid must be received by the Secretary or professional firm by September 27th. Ballots shall be counted before the meeting by three (3) inspectors of election who are members in good standing (or designated professional firm) and are neither members of the current Board, nor on the ballot, who shall be chosen in advance by the Board. 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 envelope. The inspectors of election (or designated professional firm) shall certify the eligibility of the voters as well as the results of the voting, which shall be announced at the Annual Meeting. Persons receiving the largest number of votes for each Director position shall be declared elected. In the event of a tie, a flip of a coin will determine position. 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 III, Section 5.

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 June 15th. The Nominating Committee shall consist of three (3) members from different areas of the USA, (and two [2] alternatives) all members in good standing, no more than one of whom may be a member of the current Board of Directors.

- a. The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each vacant position on the Board of Directors and shall procure the acceptance in writing, and/or via electronic means, 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, or cause to be mailed, the list including the full name of each candidate, a brief description of qualifications and the name of the State in which he/she resides, to each member of the Club on or before July 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 petition addressed to the Secretary and received at his/her regular address, and/or via electronic means, on or before August 15th, signed by ten (10) members and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate.
- c. If no additional nominations are received by the Secretary at his/her regular address, and/or via electronic means, on or before August 15th, the Nominating Committee's slate shall be declared elected and no balloting will be required.
- d. If one or more valid nominations are received by the Secretary at his/her regular address, and/or via electronic means, on or before August 15th, the Secretary (or an independent professional firm designated by the Board) shall, on or before August 27th, 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 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 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 who 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 voter as well as the results of the voting, which shall be announced in October. Electronic balloting may be used as an alternative in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs.
- e. Nominations cannot be made at the Annual Meeting or in any other manner than those provided above.

ARTICLE V

Committees

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 and serve at the "Pleasure 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 VI

Discipline

SECTION 1: *American Kennel Club Suspensions.* 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 interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50. 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 interest of the Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest 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 (3) members of the Board, not less than three (3) weeks nor more than six (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/her own defense and bring witnesses if he/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 complainant and defendant, the Board or committee may be a majority vote of those present to reprimand or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing, or until the next Annual Meeting if that will occur after six (6) months. And, if it deems that punishment is insufficient, it may also recommend to the membership that the penalty be expulsion, or fines not to exceed \$2,000, or both. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at an ensuing Club meeting which considers the recommendation 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 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 2 of this Article. The defendant shall have the privilege of appearing in 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 in his/her own behalf. The meeting shall then vote by secret ballot on the proposed expulsion. A two-thirds 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. 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 20% 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 (3) 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 or sent in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs by the Secretary to each member in good standing on the date of the mailing, accompanied by a ballot on which he/she may indicate his/her choice for or against the action to be taken. 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 of not less than thirty (30) days after the date of the mailing by which the date the ballot must be returned to the Secretary to be counted. The favorable vote of two-thirds of the members in good standing 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 (or to 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

SECTION 1. The Club may be dissolved at any time by the written consent of not less than two-thirds of the members. In the event of the dissolution of the Club, other than for the 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 as selected by the Board of Directors.

ARTICLE IX Order of Business

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

- Roll Call
- Minutes of the Last Meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Election of the Board (at annual meeting)
- 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 the Secretary
- Report of the Treasurer
- Report of Committees
- Unfinished Business
- Election of New Members
- New Business
- Adjournment

ARTICLE X

Parliamentary Authority

SECTION 1. 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 order the Club may adopt.