



Yorkshire Terrier Club of America, Inc.

CONSTITUTION
WITH PROPOSALS AND DELETIONS 2010
COMMITTEE COMMENTS ABOVE THE ARTICLES AND VARIOUS SECTIONS

COMMITTEE COMMENT: Constitution Sections 1 and 2
The revisions below (Section 1 up to and including Section 2 e) constitute some housekeeping items and a reference to an individual's conduct at various sponsored events and also updated AKC verbiage.

Section 1

The name of the Club shall be ~~the~~ Yorkshire Terrier Club of America, Inc.

Section 2

The objects of the Club shall be:

- a. To encourage and promote quality in the breeding of purebred Yorkshire Terriers and to do all possible to bring their natural qualities to perfection.
- b. To encourage the organization of independent Yorkshire Terrier 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 **adopted by the Yorkshire Terrier Club of America and** approved by The American Kennel Club as the only standard of excellence by which the Yorkshire Terrier shall be judged.
- d. To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition **and conduct** at dog shows, obedience trials, **companion or other events for which the Club may be eligible under the Rules and Regulations of The American Kennel Club, and any other Yorkshire Terrier Club of America sponsored activity or function.**
- e. To conduct sanctioned matches, specialty shows, obedience trials, ~~and any other performance~~ **companion or other events** for which the club may be eligible under the Rules and Regulations of the American Kennel Club.

Section 3

The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues and 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 By-laws as may be required to carry out these objects.

BYLAWS

WITH PROPOSALS AND DELETIONS 2010

COMMITTEE COMMENT: ARTICLE I SECTION 1

- *The revisions set forth four (4) types of membership which includes Regular, International, Lifetime and Junior with an explanation of the privileges of each type*
- *Removal of owning at least one Yorkshire Terrier which serves no real purpose and cannot be enforced.*
- *A definition of “a member in good standing”.*

ARTICLE I, Section 1

Membership

Section 1

Eligibility: There shall be ~~one type~~ **four (4) types** of membership: ~~open to all persons 18 years of age and older who are in good standing~~ **regular, international, lifetime and junior. Each member must be eighteen (18) years of age or older, except for junior members who must be under eighteen (18) years of age, be in good standing** with The American Kennel Club, ~~who own at least one Yorkshire Terrier at the time of application,~~ subscribe to the ~~purpose~~ **objects** of this Club, agree not to exploit their membership in the Yorkshire Terrier Club of America, Inc. and agree to abide by and uphold the Yorkshire Terrier Club of America, Inc.'s Code of Ethics and Code of Conduct. **A member in good standing is an individual who is not suspended by the American Kennel Club or the Yorkshire Terrier Club of America and whose dues for the year are already paid.**

Regular Membership is open to all residents of the United States including those residing in all possessions and territories of the United States. Such members shall enjoy all the privileges of this Club including the right to vote and hold office.

International Membership is open to non-residents of the United States. Such members shall enjoy all the privileges of this Club except the right to vote, hold office or be a committee member.

Lifetime Membership may be conferred by the Board of Directors for those individuals who have been long time dedicated members and otherwise meet the criteria established by the Board of Directors. Such members shall enjoy all the privileges of this Club including the right to vote and hold office but shall pay no dues.

Junior Membership is open to children under eighteen (18) years of age; a non-voting/non-office holding membership which may automatically convert to regular or international membership at age eighteen (18).

ARTICLE I, Section 2 and 3

COMMITTEE COMMENT: ARTICLE I, Section 2 a through e.

- *Change from May to April for the mailing of yearly dues statements.*
- *Explanation of all fees and dues and provision for reinstatement application fee.*

Section 2

Dues and ~~Initial~~ Application Fee.

a. Membership dues shall be set on a yearly basis by the Board for all members, payable on or before the 1st day of **the Club's fiscal** ~~June of each~~ year. No member may vote whose dues are not paid for the current year. During the first week in ~~May~~ **April** the Treasurer shall send to each member a statement of his/her dues for the ensuing year.

b. A ~~one-time initial~~ **non-refundable application** fee shall be set by the Board on a yearly basis to accompany each membership application.

c. A non-refundable reinstatement application fee shall be set by the Board on a yearly basis to accompany each membership reinstatement application.

d. The Board shall notify the membership each year when the above application fees have been set.

e. All fees and dues are non-refundable for any reason with the exception of the first year's dues that accompany the original membership application, which is refundable, if the membership is denied.

COMMITTEE COMMENT: ARTICLE I, Section 3

ARTICLE I, Section 3 deals with the eligibility of members. You will find a number of housekeeping items throughout this section. The main points in this section refer to:

- *Sponsorship that must fall on the commitment of each member who sponsors a new applicant: therefore you must be a member for four (4) years before becoming a sponsor for a new applicant.*
- *Business venture: The section on "associated in any business venture" has been removed. The Codes serve to guide and police them in business venture matters.*
- *Procedure and explanation of a denied membership at an annual meeting.*

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 the applicant agrees to abide

ARTICLE I, Section 3

by ~~these~~ the Yorkshire Terrier Club of America, Inc.'s Constitution, By-laws, Code of Ethics, Code of Conduct and the rules and regulations of The American Kennel Club \and the Yorkshire Terrier Club of America, Inc.'s Code of Ethics Code of Conduct. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of two (2) ~~members~~ sponsors in good standing from separate households who are not related to nor reside in the same household as the applicant. ~~or associated in any business venture with him/her. The sponsors may not reside in the same residence as the applicant, and must be from two different households.~~ Sponsors must have been members in good standing for at least the ~~two (2)~~ four (4) immediately preceding calendar years before being eligible to sponsor new members. Accompanying the application, the prospective member shall submit the ~~one-time~~ non-refundable application initial fee and the dues payment for the current year. Each applicant's name shall be published in the *Yorkie Express*, the Club newsletter, prior to being voted on. All applications for membership shall be voted on by the Board within six (6) months after their publication in the *Yorkie Express*. Applicants and their ~~endorsers~~ sponsors shall be provided with copies of any negative information presented to the Board or Membership Committee and shall be given the opportunity to respond to such information prior to the Board's vote on his/her membership application. Applicants who are shown to have conducted themselves in a manner contrary to The Yorkshire Terrier Club of America, Inc.'s Code of Ethics and/or Code of Conduct may be ~~declined for~~ denied membership. Applicants may be elected by secret ballot at any meeting of the Board ~~of Directors~~ or by secret vote ballot of the ~~Directors~~ Board by mail. Affirmative votes of 2/3 of the ~~Directors~~ entire Board present at a meeting of the Board or of 2/3 of the entire Board voting by mail shall be required to elect an applicant. An ~~application which~~ applicant who has received a negative vote by the Board may be presented by one (1) of the applicant's ~~endorsers~~ sponsors at the next annual meeting of the Club and the members may elect such applicant by secret ballot and a favorable vote of 2/3 of the members present and eligible to vote. If membership is denied at the Annual Meeting, said applicant shall not be eligible for reapplication for membership for one (1) year and shall require the endorsement of two (2) new sponsors who must meet the requirements as stated for a membership application

ARTICLE I, Section 4

COMMITTEE COMMENTS: ARTICLE I Section 4 a and 4 b

Provides for the following:

- ***Section a:** Uses the verbiage suggested by AKC.*
- ***Section b:** Sets up a new reinstatement procedure for a membership that has lapsed.
Note: A new application to be used only for reinstatement will need to be set up and provided for by the Board as well as a reinstatement fee).
- *Sets forth a clarification procedure for payments returned for insufficient funds, bank processing errors etc.*

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~~ **other than dues** are considered a debt to the Club **and must be paid in full prior to resignation.** ~~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 ~~30 days~~ after the first day of the **Club's** fiscal year; ~~however the board may grant an additional 30 days of grace to such delinquent members in meritorious cases, provided such member requests the 30 day extension in writing by July 1st and explains why such extension is necessary.~~ **A member will be granted sixty 60 days from the first day of the Club's fiscal year to apply for reinstatement of membership status on a form approved by the Board. The reinstatement application, along with a reinstatement fee and the required dues payment for the year must reach the Yorkshire Terrier Club of America Treasurer by the end of the 60 day period in order for the individual to continue membership. Payments returned for any reason (such as insufficient funds or bank processing errors) are not considered valid payments. The reinstatement process does not require sponsor signatures, letters, or Board approval. If reinstatement is met, the membership is considered to have been continuous without lapse. If reinstatement is not met the membership is deemed to have lapsed and the individual must formally re-apply should they desire to be a member.** In no case ~~will~~ ~~may~~ a ~~member~~ ~~person~~ be entitled to vote **on any Club matter, including elections,** ~~at any Club meeting whose dues are unpaid as of the date of such vote. meeting.~~

c. By expulsion. A membership may be terminated by expulsion as provided in ARTICLE VI. Section 4 of these Bylaws.

ARTICLE II, Section 1 and 2

COMMITTEE COMMENT: Article II Section 1

This covers all methods of notification and offers verification of procedures set forth by AKC for efficient and economical process of notification to the membership in regard to meetings and club notices.

ARTICLE II. Meetings

Section 1

Notifications: Meetings/Club notices: The Club secretary may send meeting notifications and other club notices through mail, fax and electronic communication provided that the members have signed an authorization, set forth on each year's dues notice and new member application form, agreeing to this method of communication. Such authorization, which is revocable, shall also release the club from any liability should the notification be received late or not be received by the member due to circumstances beyond the Club's control.

COMMITTEE COMMENT: ARTICLE II Sections 2, 2 a and 3:

- *Housekeeping items all through these sections will be noted*
- *Provision and procedure for an additional General Membership meeting.*

Section 2

Annual Meeting. The annual meeting of the Club shall be held in conjunction with a Club Specialty show, if possible, at a place, date and hour designated by the Board of Directors. ~~Written notice shall be mailed~~ **Notice shall be made** by the Secretary to each member at least **thirty (30)** days prior to the date of the meeting. The quorum for the annual meeting shall be 10% of the members in good standing **and eligible to vote.**

- a) **ADDITIONAL GENERAL MEMBERSHIP MEETING: Each year, the Board of Directors shall consider holding an additional general membership meeting. This meeting, if approved by the Board of Directors, shall be held at a place, date and hour designated by the Board. Notice shall be made by the secretary to each member at least thirty (30)days prior to the date of the meeting . The quorum for the general membership meeting shall be 10% of the members in good standing and eligible to vote.**

ARTICLE II, Section 3 and 4

Section 3

Special Club Meeting. Special Club meetings may be called by the President or by a majority of the members of the entire Board who are present at a meeting of the Board or who vote by mail, fax, teleconference, videoconference or electronic communication and shall also be called by the Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing and eligible to vote. Such meeting shall be held at such place, date and hour as may be designated by the Board of Directors. ~~Written~~ Notice of such meetings shall be ~~mailed~~ made by the Secretary to each member at least **fourteen (14) days** 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 the special club meeting shall be 10% of the members in good standing and eligible to vote.

COMMITTEE COMMENTS: ARTICLE II, Section 4 a and b, 5, and 6 :
Board Meetings:

- ***MOST VERBIAGE IN THE FOLLOWING SECTIONS CAME DIRECTLY FROM AKC***

Section 4 a and b :

- *4 a. Clarification of meetings approved by AKC for the Board of Directors only.*
- *4 b. Housekeeping items and proposed use of various ways to communicate.*

Section 5 New Section

Verbiage in this section required by AKC.

Section 6 New Section

- *Member proposal's procedure is set in place for submission of member proposals to the Board and the Board procedure should the proposal be entertained. The committee felt that any "time constraint" should be a Board policy and not specifically defined in the Bylaws. If a member feels that his/her issue/proposal is not being addressed, they can make a further inquiry of the Board to be certain that the Board in fact, received their original communication. If necessary, an additional Club Policy to enhance this amendment may be put in place by the Board to require prompt member notification upon receipt of a members proposal by the secretary.*

Section 4

Board Meetings

- a) The meetings for the Board of Directors are defined as gatherings where attendees see and/or hear each other. This includes meeting (in person) "physically" in the same room or conducting a meeting by videoconference or teleconference.

ARTICLE II, Section 4, 5 and 6

- b) The first meeting of the Board shall be held within **forty five (45) days** from the start of the fiscal year. ~~All Other~~ meetings of the Board of Directors shall be held at such times and places as are designated by a majority vote of the entire Board. ~~Written~~ Notice of each such meeting shall be ~~mailed~~ **made** by the Secretary to each member of the Board at least **fourteen (14)** days prior to the date of the meeting. The quorum **required for all board meetings** shall be a majority of the **entire** Board ~~voting whether it be~~ in person, by mail, fax, **teleconference, telephone conference call, videoconference or electronic communication.** **A quorum of the entire Board is required for voting on any question.**

Section 5

Board Business (voting) :The Board of Directors may conduct its business **at meetings or through** mail, fax, **teleconference call, videoconference or electronic communication** through the Secretary. Items voted on by ~~conference call~~ **mail, fax, teleconference, videoconference or electronic communication** must be confirmed **by the secretary** in writing within **ten (10) days.**

Business (voting) conducted by electronic communication shall incorporate the following precautions:

- 1) **every board member must be provided with the means to participate;**
- 2) **a procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible board members**
- 3) **a mechanism must be in place to verify that the eligible board members are “listening”;**
- 4) **all board members must agree to participate in this manner.**

Section 6

Member Proposals: During the year, members may submit to the Club secretary various proposals in writing to be presented for Board consideration. The member submitting the proposal will be notified of the receipt and disposition of the proposal. Should the Board entertain the proposal it will require a majority vote of the entire Board to be approved or if deemed necessary by the Board, a written ballot will be prepared by the Club’s secretary and cast by mail to the members in good standing and eligible to vote employing the dual envelope system with voted ballot returned, at the Board’s option, to the Club secretary or an outside accounting firm.

ARTICLE III, Sections 1, 2 and 3

COMMITTEE COMMENTS: FOR ARTICLE III, SECTIONS 1, 2 and 3

- *Housekeeping items shall be noted throughout all sections.*
- *The first deleted paragraph served its purpose in the previous Bylaw document but is no longer needed since the terms are now in place.*
- *The four Officers shall be elected at large from members eligible to vote.*
- *The five Directors shall be elected from five Districts*
- *A map depicting Districts will be included in the Bylaws.*

Members of the Bylaw committee checked various Bylaw provisions of other breed specific clubs. Most national clubs had their membership either divided by Areas, Regions or Time Zones. Your committee chose Districts. And divided them by total members in each District for even distribution throughout the country.

- *Board retains the right to modify the Districts.*
 - *General management of the Club is entrusted to the Board.*
 - *Standard Operating Procedures for the Treasurer is noted in the Bylaws.*
- A proposed Operating procedure document is being submitted for the Boards approval and adoption.*
- *Provision for financial review by an Independent CPA firm annually.*
 - *Provision for President and Treasurer to be bonded.*
 - *The committee received an almost equal number of comments in regard to the appointment/election of the AKC Delegate. While those members favoring the delegate being elected felt very strongly, the committee, after spending considerable time reviewing all of the comments regarding this position, is recommending that the AKC Delegate remain an appointed position. However to include member's input into the appointment process we have included having each most current nominating committee member submit the name of a member from their district to the Board for consideration, at the time of the appointment of the Delegate which will give the membership a voice. The recommendation for the term has been increased from three (3) to five (5) years based on a recent memorandum published by AKC suggesting a t commitment of five (5) years or longer for Delegates.*

ARTICLE III, Section 1

Board of Directors. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and five **(5)** other ~~persons~~ **members** who shall serve as Directors, all of whom shall be members in good **standing and eligible to vote** and who are residents of the United States of America, **including all U.S. possessions and territories.** They shall be elected for two **(2)** year terms at the Club's annual election as provided by ARTICLE IV and shall serve until their successors are elected. Terms will be staggered so that there will be continuity on the Board. The President, Treasurer, and Directors **two (2)** and **four (4)** shall be elected in even numbered years. The Vice-President, Secretary,

ARTICLE III. Section 1 and 2

and Directors one (1), three (3), and five (5) shall be elected in odd numbered years. ~~Existing Directors shall draw lots to determine who shall be designated for each of the five Director places. In the first election held after these By law amendments are in effect, the appropriate Officers and Directors will be elected for two year terms and the remaining Officers and Directors will be elected for a one year term. Officers and Directors initially elected for such one year term will be eligible for election the next year for a full two year term. Those elected for the one year term herein specified may initially serve for a total of eleven (11) years.~~ **The President, Vice President, Secretary and Treasurer shall be elected at large from the members eligible to vote. The five (5) Directors shall be elected one (1) each from of the five (5) Districts created from states, US possessions and territories as initially defined by the map depicting said Districts which is included as an addendum to these bylaws The Board shall retain the right to modify the five (5) Districts, as may be required from time to time, solely to maintain geographical balance in the members' representation of the club.** General management of the club's affairs shall be entrusted to the Board of Directors.

Section 2

Directors. Five ~~(5) persons~~ **members** all of whom shall be members in good standing **and eligible to vote, who are all** residents of the United States of America, **including all U.S. possessions and territories** shall be elected to the Board, **one (1) each from the five (5) designated districts as provided in Article III, Section 1** as Directors **one (1), two (2), three (3), four (4) and five (5).**

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 duties particularly specified in these bylaws.
- b. The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- c. The Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken by mail, and of all matters of which a record shall be ordered by the Club. He/she shall have charge of the correspondence, 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, and carry out such other duties as are prescribed in these bylaws.
- d. **The Treasurer shall be responsible for the financial affairs of the Club and shall adhere to the "Standard Operating Procedures for the Treasurer" as may be modified from time to time by the Board.**
The Treasurer shall collect and receive all money due or belonging to

ARTICLE III. Section 2 and 3

the Club. He/she shall deposit same in a national bank approved by the Board, in the name of the Club. His/her books shall at all times be open to inspection ~~of~~ by the Board and he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. ~~At the first Board meeting of the calendar year but in no event later than the month of April the Board shall appoint a financial review committee of three members, not more than one of whom shall be a member of the current Board. This committee will review the books and present their report in the month of June to the Board for its approval.~~ He/she shall give for publication in the *Yorkie Express* an interim financial report on a quarterly basis. **The Board of Directors shall engage the services of an independent CPA firm to inspect the Treasurer's books on an annual basis.** This report is then to be published in the first issue of *The Yorkie Express* following its approval.

- e. The President and Treasurer shall be bonded in such an amount as the Board of Directors shall determine. **Such amount shall not be less than 125% of the total of all funds held by the club at the end of its previous fiscal year.**
- f. Subject to the approval of the Board, the Secretary may appoint an assistant to the Secretary to assist him/her in carrying out his/her bylaw prescribed duties. The assistant to the Secretary shall be a member of the YTCA and shall serve at the discretion of the Board.
- g. The assistant to the Secretary shall be a de facto member of the Board but shall have no voting rights and may not vote the Secretary's vote in the case of the Secretary's absence. The assistant to the Secretary may attend all meetings and shall **be entitled to** receive copies of all correspondence of the Board **which are to be held in strictest of confidence by the Assistant to the Secretary.** The duties of the assistant to the Secretary shall be set forth in writing by the Secretary and approved by the Board.

Section 3

Delegate. The Board shall appoint a Delegate to The American Kennel Club. **Each member of the most current nominating committee shall be requested by the Board to submit the name of a member from their District for the Board's consideration at the time of the appointment.** The Delegate shall serve for a ~~three (3)~~ **five (5)** year term and until his/her successor has been qualified and elected by the American Kennel Club, unless he/she has resigned or his/her appointment has been withdrawn by the Board.

ARTICLE III. Section 4 and 5

COMMITTEE COMMENT: ARTICLE III Section 4 and 5

- *This section has been completely rewritten to comply with the National Club geographical representation on the board incorporating the districts and inclusion of the most current nominating committee in the process.*
- *Clarification of the 10 year service and increase in the period of time one must remain out of office before being eligible to serve to 2 years.*

Section 4 Vacancies.

~~Any vacancy 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 filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.~~

The vacancy in the office of President shall be filled automatically by the Vice-President. A vacancy in any officer's position other than the President shall be filled until the next scheduled annual election for that particular vacant position by a majority vote of the members of the Board after consulting with the most current Nominating Committee.

All vacancies occurring in a District Director's position shall be filled until the next scheduled annual election for that particular vacant position by a member residing in that particular District. If a vacancy is created for any reason, either during a non-election or election process, including a current District Director being elected to an officer position, the member residing in the same District who received the next highest number of votes in the most current election from that district shall be appointed to fill that District Director vacancy. All District Director position vacancies not filled by appointment shall be filled by a majority vote of the Board by a member residing in that particular vacant district after consulting with the most current Nominating Committee and/or the particular nominating committee member from the district where the vacancy occurred .

Section 5

Term Limitations. No eligible member may hold any office or combination of offices for more than ~~five consecutive terms (10 years)~~ **ten (10) consecutive years**, ~~except as specified in Section 1 above.~~ **The ten consecutive years shall include any partial years served as a result of an appointment or election to fill a vacancy to complete a term.** After having served for such ten (10) year period, a member must remain out of office for a period of ~~one year~~ **two (2) years** before again being eligible for election to any office.

ARTICLE IV Section 1, 2 and 3

COMMITTEE COMMENTS: ARTICLE IV, Sections 1, 2 and 3

- *Housekeeping items will be noted throughout all sections.*
- *Voting procedures by secret ballot.*
- *Election of Officers and District Directors.*
- *Addition of voting at new general meeting.*

ARTICLE IV. The Club Year, Voting, Nominations, Elections

Section 1

Club Year. The Club's fiscal year shall begin on the first day of June and end on the 31st day of May. The Club's official year shall coincide with the Club's fiscal year. The elected Officers and Directors shall take office on June 1st. Each retiring Officer shall turn over to his/her successor in office all properties and records relating to that office by July 1st.

Section 2

Voting. At the annual meeting, a general meeting or at a special meeting of the Club voting shall be limited to those members in good standing and eligible to vote who are present at the meeting, ~~except the annual election of Officers and directors and amendments to the bylaws and the standard for the breed which shall be decided by written ballot cast by mail.~~ Voting by proxy shall not be permitted. For all elections written ballots shall be cast by mail and returned to an outside accounting firm selected by the Board. For other matters requiring written ballots cast by mail the Board, at its option, shall have the ballots returned to the club secretary or an independent accounting firm. ~~The Board of Directors may decide to submit other specific questions for decisions of the members by written ballot cast by mail.~~ The dual envelope procedures described in Article IV, Section 4 (d) shall be followed in handling all written ballots, to assure secrecy of the vote.

ARTICLE IV, SECTION 3 and 4

Section 3

Annual Election. The annual election of Officers and Directors shall be conducted by ballot by mail. Ballots will be returned to an outside accounting firm designated by the Board and be counted by that firm. To be valid ballots must be received by the designated accounting firm on or before May 1st. The member receiving the largest number of votes for each **Officer** position shall be declared elected. **The person member receiving the largest number of votes for each District Director position shall be declared elected for that particular District.** If any elected member is unable to serve for any reason the vacancy so created shall be filled ~~by the new Board of Directors~~ in the manner provided in ARTICLE III, Section 4.

COMMITTEE COMMENT ARTICLE IV Section 4

- *Housekeeping items will be noted throughout entire section.*
- *Nominating committee appointment will be for a two (2) year period covering both the odd year election and the even year election and will carry additional duties set forth in other sections of the bylaws.*
- *Nominating committee appointment date changed to before November 1st. to allow the committee more time.*
- *Nominating committee will consist of five (5) members, one (1) from each of the five (5) districts.*
- *The Board will appoint Nominating chairman and the committee members.*
- *Nominating committee members must have been members for four (4) immediately preceding calendar years.*
- *Alternate Nominating committee members will be appointed when and if the need arises from the district of the original appointment.*
- *Secretary shall submit the written questionnaires along with the Nominating committee's proposed slate to the membership. This will give the members some insight into the committee's proposed slate.*
- *Procedure set in place for business communication of the Nominating committee.*

Section 4

Nominations and Ballots. No ~~person~~ **member** 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 January 1st. The committee shall consist of three members and two alternates, all members in good standing, not 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 Board of Directors shall name the chairman and the members of the Nominating committee before November 1st. to serve a minimum of two (2) years. The committee shall consist of five (5) members in good standing and eligible to vote who have been members for at least the four (4) immediately preceding calendar years before being eligible to serve, one (1) from each of the five (5) Districts as outlined in Article III, Section I, not**

ARTICLE IV , Section 4

more than one **(1)** of whom may be a member of the current Board of Directors. **If an alternate committee member is required during the nomination process the appointment shall be made from the District of the original appointment.** The Nominating Committee may conduct its business by mail, fax, **teleconference, telephone conference call, videoconference or electronic communication.**

- a. The Nominating Committee shall nominate from among the eligible members of the Club a candidate for each office and for each position on the Board of Directors eligible for election that year as set forth in ARTICLE III, Section 1. Each candidate being considered for office shall complete a written questionnaire approved by the Board, which will include the written acceptance of the nomination if selected. ~~The nominating committee must consider geographical representation on the Board to the extent that it is practical.~~ The committee shall submit its **proposed** slate of candidates **accompanied by the written questionnaire completed by each candidate** to the Club Secretary by February 1st, who shall mail the ~~list~~ **proposed slate accompanied by the written questionnaires** to each member of the Club, in **good standing and eligible to vote,** on or before February 15th so that additional nominations **referenced in Section (b) below** may be made by the members if they so desire.
- b. Additional nominations of eligible members for the appropriate **Officer and District Director positions** may be made by written petition addressed to the Secretary and received at his/her regular address on or before March 15th signed by not less than five (5) nor more than ten (10) members in good standing **and eligible to vote** and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. A candidate so nominated must complete the questionnaire referenced in Section (a) above, which will be published in materials to be sent with the ballot, along with the names of those persons nominating said candidate. No member shall be a candidate for more than one **(1)** position, and the additional nominations which are provided for herein may be made only from those members **in good standing and eligible to vote** who have not accepted a nomination by the Nominating Committee.
- c. If no ~~valid~~ additional **valid** nominations are received by the Club Secretary on or before March 15th, the Nominating Committee's **proposed** slate shall be **deemed elected** ~~considered to have been elected~~ unanimously and no balloting will be necessary.
- d. If one or more additional valid nominations are received by the Secretary on or before March 15th, he/she shall mail to each member in good standing **and eligible to vote,** on or before April 1st, a ballot listing the nominees for each **Officer** position and **each District Director position** in alphabetical order ~~with~~ **including** the state of residence, together with a **smaller** blank envelope and a return envelope addressed to the Secretary **independent accounting firm,**

ARTICLE IV, SECTION 4

marked "Ballot" and bearing the name and address of the member to whom it was sent. Each voter, after marking his/her ballot shall seal it in the **smaller** blank envelope which in turn shall be placed in the ~~second~~ **return** envelope addressed and sent to the outside accounting firm, **marked "Ballot"** so as to be received by them on or before May 1st. On or before May 15th, prior to opening the outer envelopes, the outside accounting firm shall check the ~~returns~~ **returned ballots** against a **membership** list provided by the Secretary or Treasurer of members **in good standing and eligible to vote** whose dues are paid for the current year. ~~prior to opening the outer envelopes.~~ Once eligibility of the voters is determined, the ballots will be counted and the election certified. The elected Officers and Directors shall be notified **by the Club Secretary** of election results by mail not later than June 1st and elected Officers and Directors shall assume their duties of Office as of that date. ~~The membership shall be notified~~ **The Board of Directors shall notify the membership** of the election results by publication in the ~~April, May, June issue next~~ **available issue of the Yorkie Express** ~~or such other publications deemed appropriate by the board~~ **and by any other means the Board deems appropriate.**

ARTICLE V Section 1 and 2

COMMITTEE COMMENTS:

- *Committee Clarifications.*

Committees

Section 1

a. The Board may ~~each year~~ appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, **companion and/or other events**, trophies, annual awards, membership and other fields which may well be served by committees. **The Board will appoint the chairman and all members of all committees. Non-voting members shall not be appointed to committees.** Such committees shall always be subject to final authority of the Board. Special committees may also be appointed by the Board to aid on particular projects.

b. Members serving on the Membership Committee are barred from participating in discussions on applicants they themselves sponsored.

c. The board appointed committees may conduct their business by mail, fax, tele conference, videoconference or electronic communication.

Section 2

Any committee appointments 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. Section 1 and 2

COMMITTEE COMMENTS: ARTICLE VI Section 1 and 2.

- *Housekeeping items will be noted throughout the entire section.*
- *Submission of charges with nonrefundable fee.*
- *Time limit necessity plus a new provision to require an attempted resolution prior to a Hearing.*
- *Clarification of independent representation (AKC Verbiage)*
- *Provision covering a resignation while charges are preferred and membership penalty.*

Discipline

Section 1

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

Section 2

Charges

Any individual member may prefer charges against another individual member for alleged conduct prejudicial to the best interest of the Club or the breed. **Ten (10) copies of the** written charges **together** with specifications must be filed ~~in duplicate~~ with the Secretary. ~~together with a deposit of \$ 10.00 which shall be forfeited if such charges are not sustained by the Board or a committee following a hearing.~~ **A non-refundable fee of \$100.00 must accompany the submission of the charges.** The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting. **Within twenty one (21) days of receiving the complaint,** 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 of the charges. If the Board entertains jurisdiction of the charges **the Board or a committee of not less than three (3) members of the Board, before entering into the formal Hearing, will first attempt to resolve the charges to the mutual satisfaction of both parties. If that fails within thirty (30) days from the date the Board entertained jurisdiction of the charges, the matter will proceed with a formal Hearing. The Board or the appointed Board Committee shall** fix the date of the Hearing not less than three (3) weeks nor more than six (6) weeks thereafter. **Any Board member who is not directly involved in the hearing process as a complainant/defendant/witness but does not feel that they can be fair and impartial should inform the Hearing Committee and secretary immediately and recuse himself/herself from any participation and voting in the matter.**

The Secretary shall promptly send one copy of the charges to the accused member and to the complainant by certified and regular mail together with a notice of the hearing and an assurance that both the complainant and defendant

ARTICLE VI, Section 2,3 and 4

may personally appear in his/her own defense and bring witnesses ~~if he/she wishes~~ should they desire.

A member who resigns while charges have been preferred against him/her or allows his/her membership to lapse during the fiscal year in which the charges were sustained may not apply for membership for a minimum period of two (2) years from the time of resignation or lapse or the end of any suspension, whichever is later, after which time he/she must apply in accordance with Article 1, Section 3.

COMMITTEE COMMENTS ARTICLE VI, Section 3 and 4

- *Clarification of Hearing participation, Council, and Emergency procedure documentation for complainant and defendant and consequences if not adhered to.*
- *Types of penalties and method of notification.*
- *Public notification limit.*
- *Improved clarification in regard to voting for expulsion at an annual meeting.*

Section 3

Board Hearing.

Both the complainant and defendant are required to participate in the Hearing which may be held in person, or provided all parties to the Hearing consent in writing, be conducted via teleconference or videoconference.

The Board or Hearing Committee shall have complete authority to decide whether counsel may attend the hearing but may allow both defendant and complainant to have counsel attend the hearing, both being treated uniformly in that regard. Upon notification to the Hearing Committee prior to the Hearing, both the complainant and defendant shall have the right to request the names of the Hearing Committee that have been appointed to hear the charges and shall have the right to present notarized affidavits from witnesses that are unable to be present at the Hearing.

Should an emergency situation arise for either the complainant or defendant they must inform the Hearing Committee immediately so the Hearing may be rescheduled. A written factual documentation of said emergency situation must then be promptly provided to the Board or Hearing Committee who will have the sole discretion as to whether or not to accept it as a valid emergency situation. If it is determined to be a valid emergency situation, the hearing will be rescheduled within thirty (30) days. If this time frame is unacceptable to either the complainant or defendant with a documented reason acceptable in the sole discretion of the Board or Hearing Committee, an additional thirty (30) day extension may be granted. If a defendant fails to appear at the scheduled Hearing, the Board or Hearing Committee shall, absent a documented emergency reason acceptable to the Board or Hearing Committee, in their sole discretion, proceed without him/her.

ARTICLE VI, SECTION 3

If a complainant fails to appear at the scheduled Hearing , absent a documented emergency reason acceptable to the Board or Hearing Committee in their sole discretion, the charges against the defendant shall be dropped and the matter will be closed.

Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board or **Hearing** Committee may, by a majority vote of those present, ~~issue a written~~ 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 or Hearing Committee 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, **which may include, at the discretion of the Board or Hearing Committee, entry and/or participation in events held under the rules of the YTCA, for not more than six (6) months twelve (12) 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 **at the first Annual Meeting following the suspension,** that the penalty be expulsion. In such cases, the suspension shall not restrict the defendant's right to appear before his fellow-members at the ensuing Club meeting which considers the recommendation of the Board or **Hearing** Committee. Immediately after the Board or **Hearing** 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. **In actions which result in expulsion or suspension , neither the charge or any details connected with the case should be made public. In case of expulsion the club has the right to disclose that the person is no longer a member. The final decision of the Board or committee shall become a part of the Club's Board Minutes.**

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 Hearing Committee as provided in SECTION 3 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 2/3 vote of those present and voting at the annual meeting shall be necessary for expulsion.~~ **A secret ballot on the proposed expulsion requires a 2/3 vote of the members present at the annual meeting who are in good standing and eligible to vote.** If expulsion is not so voted, the suspension shall stand.

ARTICLE VII, Section 1, 2 and 3

COMMITTEE COMMENTS ARTICLE VII, Section 1, 2 and 3

- *Housekeeping items will be noted throughout all sections.*
- *Clarifications in regard to Board recommendations being sent to the members and balloting procedure.*

ARTICLE VII. Amendments

Section 1

Amendments to the **Constitution**, Bylaws and to the Standard for the Breed may be proposed by the Board of Directors or by a written petition addressed to the **Club** Secretary signed by 20% of the membership in good standing **and eligible to vote**. Amendments proposed by such petition shall be promptly considered by the Board of Directors. **Recommendations of the Board shall be submitted by the Club Secretary to the members for a vote within a reasonable period of time commensurate with the degree of changes proposed.** ~~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**, 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 and eligible to vote**, 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 ballots, to assure secrecy of the vote.** The notice shall specify a date not less than **thirty (30)** days after the date of the mailing by which date the ballots shall be returned, **at the boards option, to the Club Secretary or an independent accounting firm.** ~~to the Secretary to be counted~~ The favorable vote of 2/3 of the members in good standing **and eligible to vote** whose **valid** ballots are returned 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 has been 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 2/3 of the members **in good standing and eligible to vote**. 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 or 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 selected by the Board of Directors for the benefit of dogs.

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 follows:

Roll Call

Minutes of the last meeting

Report of the President

Report of the Secretary

Report of the Treasurer

Reports of Committees

Election of new members (when applicable)

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:

Reading of minutes of last meeting

Report of Secretary

Report of Treasurer

Reports 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.