

SCOTTISH DEERHOUND CLUB OF AMERICA CONSTITUTION

As Amended, 1982

[Reported in the May/June 1983 *Claymore*]

Article I Name and Objects

Section 1. The name of the club shall be:

Scottish Deerhound Club of America

Section 2. The objects of the Club shall be:

- (a) To encourage and promote only the selective breeding of pure-bred Scottish Deerhounds and to do all possible to bring their natural qualities to perfection;
- (b) To encourage and assist the organization of independent local Scottish Deerhound Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirement of the American Kennel Club;
- (c) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Scottish Deerhounds shall be judged;
- (d) To do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike competition at dog shows, field trials, and obedience trials;
- (e) To conduct sanctioned matches and specialty shows, field trials, and obedience trials under the rules of the American Kennel Club.

BY-LAWS Article I

Section 1. **Eligibility.** There shall be one type of membership, open to all persons eighteen years of age and older who are in good standing with the American Kennel Club.

Section 2. **Dues.** Membership dues shall be established under standing rules 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 November, the Treasurer shall send to each member a statement of his dues for the ensuing 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 the applicant agrees to abide by these constitution and By-Laws and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members. Accompanying the application, the prospective member shall submit dues payment for the current year.

- (a) Applicants may be elected at any meeting of the Board of Directors or by written vote of the Directors by mail; however, no action shall be taken by the

Board until the applicant's name, address, and occupation has been printed in the Club newsletter and at least 30 days have elapsed after the mailing date of said newsletter, to allow members to submit comments concerning the applicant to the Directors from approving or disapproving for their consideration. This, in no way, limits the right of the Board of Directors from approving or disapproving said applicant, provided this provision has been adhered to. Affirmative votes of 2/3 of the Directors present at a meeting of the Board or 2/3 of the entire Board voting by mail shall be required to elect an applicant. Any member who has resigned or lapsed must reapply under these same provisions.

(b) 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 Club may elect such applicant by favorable vote of 78% of members present.

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 in debt to the Club. Dues obligations are considered to be 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 lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of each fiscal year; 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 By-Laws.

Article II Meetings

Section 1. **Annual Meeting.** The annual meeting of the Club shall be established under standing rules, in conjunction with the Club's Specialty Show if possible, 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 20% 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 10% 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 meeting shall be 20% of the members in good standing.

Section 3. **Board Meetings.** The first meeting of the Board of Directors shall be held immediately following the meeting and election. Other meetings of the Board 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 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 or by mail.

Section 4. **Business by Mail.** The Board of Directors may also conduct business by telephone conference call, mail, fax, or e-mail provided it does not conflict with any other provision of these bylaws and it conforms as laid out in the AKC's Approval of E-mail Communication for use by Parent Club Board of Directors publication. Items voted upon by telephone conference call, mail, fax, or e-mail must be confirmed in writing by the Secretary within 14 days.

Article III Directors and Officers

Section 1. **Board of Directors.** The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, non-voting AKC **Delegate** who may not be an Officer or Director, and five other persons, all of whom shall be members in good standing who are residents of the United States. They shall all be elected for two-year terms **but in order to move the President and Secretary to alternating terms the following scheduled will be in place:**

- In 2012, the Vice-President is elected to a two-year term, the Treasurer to a one-year term.
- In 2013, the President and Treasurer - elected to a two-year term, the Secretary to a one-year term.
- In 2014, the Vice-President and Secretary - elected to a two-year term.
- In 2015, the President and Treasurer - elected to a two-year term.

The membership shall also elect five Directors to serve two-year terms and a Delegate to the AKC to serve a two-year term. Three Directors shall be elected to a two-year term in 2012 and two Directors and the AKC Delegate shall be elected to a two-year term in 2013 in order to stagger their terms.

All of the above shall be elected at the Club's annual meeting 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 By-Laws.

(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 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 By-Laws.

(d) The **Treasurer** shall collect and receive all moneys due or belonging to the Club. He shall deposit the same in a bank approved by the Board, in the name of the Club. His books shall be at all time open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

(e) The **AKC Delegate**, when approved by the American Kennel Club, shall assume the duties of a non-voting member of the Board. The duties of the Delegate shall be to attend the quarterly meetings of the American Kennel Club, inform the Board of actions pending and vote according to the recommendations of the Board at the meetings of the American Kennel Club.

Sections 3. **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.

Article IV

The Club Year, Voting, Nominations, Elections

Section 1. **Club Year.** The Club's fiscal year shall begin on the first day of January and the end on the 31st day of December.

The Club's official year shall begin immediately at the conclusion of the election at the annual meeting, and shall continue through the election at the next annual meeting. The elected Officers and Directors shall take office immediately upon conclusion of the annual meeting 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 annual election of Officers and Directors and amendments to the Constitution and By-Laws and standard for the breed, which shall be decided by written

ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the membership by written ballot cast by mail.

Section 3. **Annual Election.** At the annual meeting for the election of Officers and Directors, the vote shall be conducted by ballot. Ballots to be valid must be received by the Secretary before the opening of the meeting. Ballots shall be counted at the meeting by three inspectors of election who are members in good standing and who are neither members of the current Board nor candidates on the ballot and who shall be chosen by the members at the meeting. The person receiving the largest number of votes for each position 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 new Board of Directors in the manner provided by Article III, Section 3, shall fill the vacancy so created.

Section 4. **Nominations and ballots.** No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws. A Nominating Committee shall be chosen by the Board of Directors before January 15th. The Committee shall consist of three members from different areas of the U.S.A., and two alternates, all members in good standing, no more than one of whom shall 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 open office and for each other open 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 state in which he resides, to each member of the Club postmarked on or before February 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 received at his regular address on or before March 15th, signed by five members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nomination Committee.
- (c) If no valid additional nominations are received by the Secretary on or before March 15th, the Nominating Committee's slate shall be declared elected at the time of the annual meeting, and no balloting will be required.
- (d) If one or more valid additional nominations are received by the Secretary on or before March 15th, he shall, on or before the April 1st,

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 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 his ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the Secretary. 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 shall certify the eligibility of the voters as well as the results of the voting which shall be announced at the annual meeting.

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

Article V Committees

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, trophies, annual prizes, membership and other fields which may well be served by committees. Each such committee shall elect from its members a chairman and any other officers as it deems necessary.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written 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 the privileges of the American Kennel club automatically shall be suspended from the privileges of the 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 \$10 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 the breed it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board or a Committee of not less than three members of the Board, not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in

his own defense 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 privileges of the Club for not more than six months from the date of the hearing, or until the next annual meeting if that will occur after six months. And, if it deems that punishment insufficient, it may also recommend to the membership that the punishment be expulsion. In such case, 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 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 his 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 own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

Article VII Amendments

Section 1. Amendments to the Constitution and By-Laws 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 twenty percent 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 By-Laws 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 the mailing, accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The notice shall specify a date not less than 30 days after the date of mailing by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

Section 3. The amendment to the Constitution and By-Laws that is adopted by the Club shall not become effective until it has been approved by the Board at the American Kennel Club.

Article VIII Standing Rules

Section 1. Standing rules shall contain operational procedures, policies, and practices of the Club not otherwise specified in its articles of incorporation or By-Laws and shall be binding upon its membership. In no case shall a standing rule conflict with the articles of incorporation By-Laws or other standing rules of the Club.

Section 2. Standing rules may be proposed by any member in good standing at any regular meeting.

Section 3. The Club's Secretary shall, each year, prepare a list of all policy matters instituted by the Board during the previous Club year for enacting, amending, or rescinding by the club membership at its annual meeting. Prior to such action by the membership, Board policy shall be binding upon the Club.

Section 4. The Board shall cause to be circulated to the membership, prior to the annual meeting all standing rules which it intends to submit for action at that meeting.

Section 5. Standing rules may be adopted by a majority vote of the membership present and voting at any regular business meeting of the Club, providing that prior notice has been given; in the absence of such notice, a two-thirds vote shall be required. A standing rule may be amended or rescinded by majority vote of the membership present and voting at such meeting provided that prior notice has been given; in the absence of prior notice, a two-thirds vote shall be required.

Section 6. Standing rules shall be kept by the Secretary or other person so designated by the Board, in a book specially adopted for this purpose.

Article IX 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 dissolution of the Club whether voluntary or involuntary or by operation of the 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.

Article X

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 Officers and Board
Unfinished business
New Business
Adjournment

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

Reading of the 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