



CAIRN TERRIER CLUB OF DENVER

CONSTITUTION & BY-LAWS

March 2005

CONSTITUTION AND BY-LAWS

Name and Objectives

SECTION 1. The name of the Club shall be THE CAIRN TERRIER CLUB OF DENVER.

SECTION 2. The objectives of the Club shall be:

- (a) to encourage and promote quality in breeding of pure-bred Cairn Terriers and to do all possible to bring their natural qualities to perfection.
- (b) to urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which the Cairn Terrier shall be judged.
- (c) to do all in its power to protect and advance the interests of the breed of the pure-bred Cairn Terrier and to encourage sportsmanlike competition at shows and companion dog and performance events.
- (d) to conduct sanctioned and licensed specialty shows and companion dog and any other AKC events for which the Club is 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 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 By-Laws as may be required to carry out these objectives.

ARTICLE I

Membership

SECTION 1. ELIGIBILITY. there shall be five types of membership open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in the greater Denver, Colorado area.

- (a) Individual – shall consist of a person eighteen years or older, and be entitled to hold office and to one vote.
- (b) Family – shall consist of two persons eighteen years or older and children under eighteen years old who reside in the same household. Each person over eighteen shall be entitled to hold office and to one vote, thereby allowing two votes per family membership.
- (c) Associate – shall consist of a person or two persons eighteen or older residing in the same household. Associate members are entitled to all Club privileges except voting & office holding. Such members are not computed in determining a quorum. Application shall be filed with the Secretary but need not require sponsors or approval process applicable to prospective regular applicants; after a period of time (1 year), regular membership may be sought in accordance with the procedure outlined in SECTION 3 – Election to membership
- (d) Honorary – shall consist of person deserving special recognition and upon recommendation of the Board and approval of 2/3 of the membership present, shall have conferred upon the HONORARY

MEMBER. Unless rescinded, the title shall remain for life. This person shall be entitled to all rights and privileges of the Club, with the exception of the right to vote or hold office. Honorary Members may retain an individual status by payment of dues, if they so desire, in order to vote or hold office.

- (e) Junior - shall consist of a person 10 to 17 years of age. Junior members cannot vote or hold office. They will be able to automatically convert to regular membership upon reaching their 18th birthday.

SECTION 2. Dues. - Membership dues shall not exceed \$ 50.00 in any of the membership categories. Dues are on an annual basis and are payable on or before the first day of January each year. No member may vote whose dues are not paid for the current year. During November, the Treasurer shall send to each member a statement of the ensuing year.

SECTION 3. Election to membership. - Each prospective member must attend either two Club meetings or a Club meeting and a Club function prior to submission of application for membership. An 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, the Cairn Terrier Club of Denver Code of Ethics 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 2 members in good standing.

All applications are to be filed with the Secretary and each Application to be read at the first meeting of the Club following its receipt. At the next Club meeting the application will be read a second time and voted upon by secret ballot with affirmative votes of 3/4 of the members present and voting at that meeting required to elect the applicant.

Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

SECTION 4. Termination of membership. Membership may be terminated:

- (a) by resignation. Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent member 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 and Voting

SECTION 1. Club Meetings. Meetings of the Club shall be held in or within the greater Denver, Colorado Area a minimum of six (6) times during the year at such date, hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Corresponding Secretary at least 5 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing.

SECTION 2. Special Club Meeting. Special Club meetings may be called by the President, or by a

majority vote of the Board who are present and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meeting shall be held in or within the greater Denver, Colorado Area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing.

SECTION 3. Board Meetings of the Board of Directors shall be held in or within the greater Denver, Colorado Area on the same date as the general meeting at such hour and place as may be designated by the Board. Written notice of each meeting shall be mailed by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. Special Board Meetings. Special meetings of the Board may be called by the President, and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in or within the greater Denver, Colorado Area at such place, date, and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be mailed by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

Section 5. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which they are present. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and three other persons all of whom shall be members in good standing and all of whom shall be elected for one-year terms 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, Recording Secretary, Corresponding Secretary and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meeting.

(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 Corresponding Secretary 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 duties as are prescribed in these by-laws.

(d) The Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken and of all matters of which a record shall be ordered by the Club; and shall maintain record books in which by-laws, special rules of order, standing rules and minutes are entered with any amendments to these documents, properly recorded, and will have current records books on hand at every meeting.

(e) The Treasurer shall collect and receive all monies due or belonging to the Club and shall deposit the same in a bank designated by the Board, in the name of the Club. The Treasurer's books shall at all times be open to inspection of the Board and the Treasurer 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 the Treasurer shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

(f) The offices of Secretary and Treasurer may be held by the same person in which case the Board of Directors shall be comprised of the officers and four other persons.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose; 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, Annual Meeting, Elections

SECTION 1. Club Year. The Club's 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 immediately at the conclusion of the election of Officers and Board Members at the annual meeting and shall continue through the election at the next annual meeting.

SECTION 2. Annual Meeting. The annual meeting shall be held in the month of December at which Officers, and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for other positions on the Board who received the greatest number of votes for such positions shall be declared elected.

SECTION 4. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of August, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his duty to call a committee meeting which shall be held on or before September 15th.

(a) The Committee shall nominate one candidate for each office and three candidates for the three other positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall before October 1st. notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the November meeting by any member in attendance provided that the person so nominated does not decline when their name is

proposed, and provided further that if the proposed candidate is not in attendance at this meeting, their proposer shall present to the Secretary a written statement from the proposed candidate signifying a willingness to be a candidate. No person may be a candidate for more than one position, and the additional nominations which are provided or herein may be made only from among members who have not accepted a nomination of the Nominating Committee.

(d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE V

Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience and agility trials, earthdog tests, tracking, trophies, annual prizes, membership, education and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special Committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

DISCIPLINE

SECTION 1. American Kennel Club Suspension. Any member who is suspended from the privileges of The American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

SECTION 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board 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 which would be prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club 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 not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if they wish.

SECTION 3. Board Hearing. The Board 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 may by a majority vote of those present either reprimand or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing except as stated in SECTION 1 of this article above. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow-members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board 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 Board's decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member from the Club may be accomplished only at a meeting

of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceeding may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in their own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present to speak in their own behalf if they so wish. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present, eligible to vote and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII

Amendments

SECTION 1. Amendments to the Constitution and by-laws 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 may be amended by a two-thirds vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

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 the event of dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club but after payment of the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

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 last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and 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 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 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 by-laws and any special rules of order the Club may adopt.

Revision October 1, 1990
Revision January 20, 1994
Revision March 15, 1994
Revision March 5, 2005