



THE OLD DOMINION TERRIER CLUB of AMERICA CONSTITUTION AND BY-LAWS

JULY 2018

Article I

Name and Objects

SECTION 1. The name of the club shall be The Old Dominion Terrier Club of America.

SECTION 2. The objects of the Club shall be:

- (a) To further the advancement of The Old Dominion Terriers.
- (b) To promote the breeding and showing of The Old Dominion Terrier and the dissemination of knowledge regarding the above; to hold events for which the Club is eligible; and to promote cooperation and good sportsmanship among its members in the training and exhibition of dogs.

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 objects.

ARTICLE II

Memberships

SECTION 1. Eligibility: There shall be one type of membership open to all persons eighteen (18) years of age or older who: Junior's are welcome under the authority of a parent.

- (a) Are in good standing with the American Kennel Club and United Kennel Club
- (b) Subscribe to the purposes of this club.

SECTION 2. Election to Membership: Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that applicant agrees to abide by this Constitution and By-Laws and the rules of The Old Dominion Terrier Kennel Club of America. The application shall state the name, address, and occupation of the applicant and shall carry the endorsement of two members. Accompanying the application, the prospective member(s) shall submit dues payment for the current

year. All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting, the application will be voted upon and affirmative votes of 75% of the members present and voting at that meeting shall be required to elect the applicant. Applicants for membership, who have been rejected by the Club, may not re-apply within six (6) months after such rejection. Written notification will be sent to advise any applicant denied membership.

SECTION 3. 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 are incurred on the first day of each fiscal year.
- (b) **By Lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after the first day of the fiscal year. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of February 1st of that year.
- (c) **By expulsion.** A membership may be terminated by expulsion as provided in Article VII of these Constitution and By-Laws.

**Article III
Officers**

Officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer. These officers shall perform the duties prescribed in the Articles of Incorporation: the By-Laws; the Parliamentary authority adopted by the Club. The Show Chairman shall be on the Board in an advisory capacity, not as a voting member, unless he/she is also an elected Officer of Director.

SECTION 1. President: The President shall preside at all meetings of the Club and have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in the By-Laws of the Club. The President shall be a member of all committees. The President shall participate only in ballot voting at regular and committee meetings unless otherwise provided in the By-Laws.

SECTION 2. Vice-President: The Vice-President shall have the powers and exercise the duties of the President in case of the President's death, absence, incapacity or resignation.

SECTION 3. Secretary: The Secretary shall keep a record of all meetings of the Club and of the Board of Directors, and of all matters of which a record shall be ordered. The Secretary shall have charge of notifying members of meetings, notifying new members, in writing, of their election to membership, and keeping a roll of the members with their addresses and phone numbers. The President and Vice President shall equally share duties for legal filings, IRS and tax filings, incorporation filing duties ect.

SECTION 4. Treasurer: The Treasurer shall collect and receive all monies due or belonging to the Club and shall deposit same, in a bank satisfactory to the Board, in the name of the Club. Following initial billing by the appropriate committee chairperson any subsequent billing for monies in arrears to the Club, will be done by the Treasurer. The books shall at all times be available for inspection by the Board and he/she shall report to them at every meeting the condition to the Club's finances and every item of receipt or payment not before reported; and at the annual meeting, he/she shall render an account of all monies received and expended during the previous fiscal year. There can be no lines of credit or formal Inc. Loans. That includes overdrafts.

SECTION 5. Terms of Office: All officers shall be elected for one year. They shall take office on January 1st of the following year and shall serve until their successors have been elected. Each retiring officer shall surrender to his successor all properties and records relating to that office. Five (5) Directors shall be elected each year for a three (3) year term.

SECTION 6. Vacancies: Any vacancies occurring on the Board of Directors or among the Officers during the year shall be filled, until the next annual election, by a majority vote of the members present and voting at the next regular meeting following the creation of the vacancy. A vacancy in the office of Vice-President shall be filled by the Board of Directors.

ARTICLE IV Voting and Meetings

SECTION 1. Club Meetings: Meetings of the Club shall be held on the last Friday in each month in each year, at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be given by the Secretary at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be ten percent (10%) of the members in good standing.

SECTION 2. Special Club Meetings: Special Club meetings may be called by the President, or by a majority vote of the members of the Board, or by the Secretary upon receipt of a petition signed by five (5) members in good standing. Such special meetings shall be held at such hour and place a may be designated by the person or persons authorized herein to call such a meeting. Written notice of such a meeting shall be mailed by the Secretary at least five and not more than fifteen days prior to the date of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 10 percent (10%) of the members in good standing.

SECTION 3. Board Meeting: Meetings of the Board of Directors shall be held preceding the regular meeting, at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the Secretary at least five 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 Meeting: Special meetings of the Board may be called by the President or by the Secretary upon receipt of a written request signed by three members of the Board. Such special meetings shall be held at such hour and place as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Secretary at least five days and not more than ten 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. In an emergency situation where five day time is not available, telephone notification to appropriate members shall be deemed acceptable.

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 he/she is present. To Include:

- (a) Election of Officers
- (b) Amendments to By-Laws
- (c) Revisions to Articles of Incorporation
- (d) Dissolution of the Club
- (e) Any published issue to be voted on by members

SECTION 6. A ballot for election of Officers and Directors shall be included in the November Minutes mailed to each member of the Club. In order to be a valid vote, this ballot must be presented by the Club member at the December meeting.

ARTICLE V

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.

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 from among those nominated in accordance with Section 4 of this Article.

SECTION 3.

Elections: The nominated candidates receiving the greatest number of votes for each office shall be declared elected, the two nominated candidates for positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4.

Nominations: No person may be a candidate in the Club election who has not been nominated. During the month of September, the Board shall select a nominating committee consisting of three members and two alternates, not more than one of whom shall 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 hi/her duty to call a committee meeting to be held on or before October 1st.

- (a) The Committee shall nominate not less than one candidate for each office and not less than two candidates for the two positions on the Board; and after securing the consent of each person so nominated, shall immediately report their nomination to the Secretary.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall, before the regular October meeting, 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 nominated does not decline when his/her name is proposed, and providing further, that if the proposed candidate is not in attendance at this meeting, his/her proposer shall present the Secretary a written statement from the proposed nominee signifying his/her willingness to be a candidate.
- (d) Nominations cannot be made in any manner other than that provided in the section.

ARTICLE VI

Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership 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 service has been terminated.

ARTICLE VII

Discipline

SECTION 1. American Kennel Club Suspension: Any member who is suspended from the privileges of the American Kennel Club and/or the United Kennel Club shall automatically 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, 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. The Secretary shall promptly notify the Board which shall meet and fix a date of a Board Hearing not less than three weeks or 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 the assurance

that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

SECTION 3. Board Hearing: The Board 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 evidence testimony presented by complainant and defendant, the Board 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. If it deems that punishment is sufficient, the Board 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 next Club meeting which considers the Board's recommendation. Immediately after the Board 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 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 provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty days, but not earlier than thirty days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf though no evidence will be taken at this meeting. The President shall read the charges and the Board's findings and invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret, written ballot on the proposed expulsion. A 2/3 vote of those present shall be necessary for expulsion. If expulsion is not so voted, then the Board's suspension shall stand.

ARTICLE VIII

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 and must be submitted to the membership, with recommendation of the Board, by the Secretary, for a vote within three months for the date the petition was received by the Secretary.

SECTION 2. **The Constitution and By-Laws** may be amended by a 2/3 vote of the members present 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 IX

Dissolution

Section 1. **Dissolution** The Club may be dissolved at any time by the written consent of not less than 2/3 of the membership. In the event of the dissolution of the Club, 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 member(s); but after payment of the debts of the Club, it's property and assets shall be given to a charitable organization for the benefit of dogs. Such charitable organization shall be 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:

- (a) **Roll Call**
- (b) **Minutes of the last meeting**
- (c) **Report of the President**
- (d) **Report of the Secretary**
- (e) **Report of the Treasurer**
- (f) **Report of Committees**
- (g) **Election of Officers and Board (annual meeting)**
- (h) **Election of New Members**
- (i) **Unfinished Business**
- (j) **New Business**
- (k) **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:

- (a) **Minutes of the last meeting**
- (b) **Report of Secretary**
- (c) **Report of Treasurer**
- (d) **Report of Committees**
- (e) **Unfinished Business**
- (f) **New Business**
- (g) **Adjournment**

These By-Laws are subject to the approval of the Old Dominion Terrier Club of America.
Parliamentary Authority.

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 applicable and in which they are not inconsistent with these By-Laws and other special rules of order the Club may adopt.

