



Constitution and Bylaws

Russian Tsvetnaya Bolonka Club of America

ARTICLE I

Name and Objectives

SECTION 1. The Club name shall be the **Russian Tsvetnaya Bolonka Club of America**

SECTION 2. Club objectives shall be to:

- a) Support, promote, and further the interests and advancement of the breed by encouraging quality in the breeding of purebred Tsvetnaya Bolonka, and to do all possible to bring their natural qualities to perfection;
- b) Urge members and breeders to accept the breed standard as approved by the American Kennel Club (the AKC) as the only standard of excellence by which the Tsvetnaya Bolonka will be judged.
- c) Do all in its power to protect and advance the interests of the Tsvetnaya Bolonka breed by encouraging sportsmanlike competition at dog shows and companion events.
- d) Conduct sanctioned matches, Specialty shows and companion events under the rules and regulations of the American Kennel Club.

SECTION 3. The Club shall not be conducted or operated for profit. No part of any profits or remainder of dues or donations to the Club shall inure to the benefit of any member or individual.

SECTION 4. The members of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objectives.

BYLAWS

ARTICLE I

Membership

SECTION 1. Eligibility. There shall be four types of Club membership: Regular, Household, Foreign and Junior. Membership is open to persons who are in good standing with The American Kennel Club (the "AKC") and who subscribe to the purposes of this Club. Any person applying for a Regular or Household membership must own or co-own at least one AKC registered Tsvetnaya Bolonka, and must be a resident of the United States. Regular and Household Members in good standing (as defined in Article 1, Section 4) shall be referred to herein as "Voting Members."

a) **Regular Membership.** Open to individuals eighteen years of age or older. Regular members enjoy all privileges of the Club including the right to vote and hold office. Each Regular member has one vote and is counted in determining a quorum.

b) **Household Membership.** Open to two persons eighteen years of age or older, living at the same domicile. Each Household member enjoys all privileges of the Club, including the right to vote and hold office. Each Household member has one vote and is counted in determining a quorum. In the event of the divorce of Household members, each such membership shall automatically convert to a Regular membership. In the event of the death of a Household member, the remaining Household member's membership shall automatically convert to a Regular membership.

c) **Foreign Membership.** Open to persons who live outside the United States. Foreign members cannot vote or hold office, and they do not count in determining a quorum. The membership of any Regular, Household or Junior member who no longer resides in the United States shall automatically convert to a Foreign membership, but if the member is in good standing, shall revert to the previous membership status when the member re-establishes residence in the United States.

d) **Junior Membership.** Open to persons ten through seventeen years of age who have demonstrated an interest in Tsvetnaya Bolonka and the purposes of the Club. Junior members cannot vote or hold office, and they do not count in determining a quorum. On reaching the age of eighteen, a Junior member may apply to the Club, following the application and election procedures required for new members, to convert his or her Junior membership to a Regular or Household membership.

SECTION 2. Dues. Membership dues shall be determined by the Board from time to time and shall not exceed fifty dollars per year. Dues are payable on or before the first 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 or cause to be sent to each member a statement for dues for the ensuing year.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form approved by the Board which shall provide that the applicant agrees to abide by the Constitution and Bylaws of the Club, 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 Voting Members. The application must be accompanied by dues payment for the current year. The affirmative vote of 2/3 of the Board shall be required to approve a membership application. Such vote shall be taken by secret ballot.

An application that receives a negative vote by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the Club. The Voting Members present at such meeting may elect such applicant by a favorable vote of 2/3 of such members. Such voting shall be by secret ballot.

SECTION 4. Membership in Good Standing. A member "in good standing" is a member of the Club who has paid his or her dues for the current year and is not suspended by the Club or The American Kennel Club.

SECTION 5. Transfer of Membership. No member may transfer his or her membership in the Club, nor any right arising therefrom, nor may any such membership or right be transferred by operation of law, to any other person or entity.

SECTION 6. Termination of Membership. Membership may be terminated by:

a) **Resignation.** Any member in good standing may resign from the Club on written notice to the

Recording 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 year.

b) Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty days after the first day of the year; however, the Board may grant an additional thirty days of grace to such delinquent member in meritorious cases. In no case may a person be entitled to vote at any Club meeting if that member's dues are unpaid as of that meeting.

c) Expulsion. A membership may be terminated by expulsion as provided in Article VI of the Bylaws.

d) Death. A membership is terminated by the death of a member.

ARTICLE II

Meetings

SECTION 1. Annual Meeting

The annual meeting of the club shall be held in conjunction with the Club's National Specialty Show if possible, at a place, date and hour designated by the Board, or at such other place, date and hour as designated by the Board. Written notice of the annual meeting shall be given by the Recording Secretary to each member at least thirty days prior to the date of the meeting. The quorum for the annual meeting shall be 10% of the Voting Members.

SECTION 2. Special Club Meetings. Special Club meetings may be called by the President, or by a majority vote of the Board and shall be called by the Recording Secretary on receipt of a petition signed by 10% of the Voting Members. Such meeting shall be held at such place, date and hour as may be designated by the Board. Written notice of such meeting shall be given by the Recording Secretary at least fourteen days, and not more than thirty days, prior to the meeting. The notice of such special Club meeting shall state the purpose of the meeting, and no other business other than stated in the notice may be transacted at that meeting. The quorum for a special meeting of the Club shall be 10% of the Voting Members.

SECTION 3. Board Meetings. The first meeting of the Board each year shall take place in the month of January. Other meetings of the Board shall be held at such times and places as are designated by the President or a majority of the Board. Written notice of each such meeting shall be given by the Recording Secretary to each member of the Board at least fourteen days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board.

SECTION 4. Participation in Meetings and Conduct of Business. Board members may participate in Board meetings in person, and/or through telephone conferences and/or video conferences, and participation in a Board meeting through any of these means constitutes presence in person at that meeting so long as all Board members participating in the meeting are able to hear one another or, if a Board member is hearing impaired, such Board member is otherwise able to follow the Board discussion and contribute to it as the discussion unfolds. The Board may conduct business (which includes voting) at meetings or through mail, or e-mail; provided that, for business to be conducted via e-mail, the following precautions must be in place:

a) Every Board member must be provided with the means to participate;

b) A procedure must be in place to verify the identity of the individuals participating to ensure that they are eligible Board members;

c) All Board members must agree to participate in this manner. Items voted on in telephone conferences or video conferences must be confirmed in writing by the Recording Secretary within seven days. In contrast to Board meetings, members can only participate in Club meetings in person, and cannot participate in Club meetings through other means, including without limitation, use of telephone conference, video conference, or e-mail.

SECTION 5. Correspondence and Notices. Unless otherwise specified in these Bylaws, the Club may send members notifications of Club meetings, minutes of meetings, statements of dues and newsletters by e-mail or postal mail. Likewise, unless otherwise specified in these Bylaws, the Club may send Board members notification of Board meetings by e-mail or postal mail. Members may elect to receive such

communications by e-mail by signing an authorization, and members may similarly revoke such with a signed request submitted to the Recording Secretary. Such authorization must release the Club from any liability should the notification be received late or not received by the member due to circumstances beyond the Club's control. If a member does not elect to receive communications and notices by e-mail, communications and notices must be sent to the member by postal mail.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The Board of Directors shall consist of the officers and two other persons, all of whom shall be Voting Members (the "Board"). Members of the Board shall be elected for a two year term as provided in Article IV, and shall serve for that term or until their successors are elected. General management of the Club's affairs shall be entrusted to the Board.

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 meetings.

a) President. The President shall preside at all meetings of the Club and the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Bylaws.

b) Vice-President. 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) Recording Secretary. The Recording Secretary shall keep a record of all meetings of the Club and the Board, and of all votes taken, and of all matters of which a record shall be ordered by the Board. The Recording Secretary shall also, 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) Corresponding Secretary. The Corresponding secretary shall handle routine inquiries from the public, external Club communications, requests for information about the location of breeders and related questions. The mailing address of the Club shall be that of the Corresponding Secretary.

The positions of Recording Secretary and Corresponding Secretary may both be held by the same person.

e) Treasurer. The Treasurer shall collect and receive all money due or belonging to the Club and deposit such money in a bank approved by the Board, in the name of the Club. The Treasurer shall keep or cause to be kept the books of the Club, and they shall at all times be open to inspection of the Board. The Treasurer shall give a report at every meeting of the Board on the condition of the Club's finances and every item of receipt or payment not before reported, and at the annual meeting an accounting shall be rendered of all money received and expended during the previous year. The Treasurer shall be bonded in such amount as the Board shall determine.

SECTION 3. Vacancies. Until the next election by Voting Members, any vacancies occurring on the Board or among the officers shall be filled by a majority vote of all the remaining 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, Annual Meeting, Elections

SECTION 1. Club Year. The Club's year shall begin on the first day of January and end on the last day of December. Except when filling a vacancy on the Board as set forth in Article III, Section 3, officers and directors shall take office on the first day of January following the year in which they are elected. Each retiring Officer shall turn over to his or her successor in office all properties and records

relating to that office by the later of (a) 30 days following the election or (b) January 1 following the year of the election.

SECTION 2. Voting. Only Voting Members shall be entitled to vote. The biennial election of officers and directors, amendments to the Constitution, Bylaws, and the standard for the breed shall be decided by written ballot cast by mail. The Board may submit other specific questions for decision of the members by written ballot cast by mail. Voting by proxy shall not be permitted.

SECTION 3. Biennial Election of Board Members. The election of officers and directors shall be conducted by secret ballot cast by mail. To be valid, ballots must be received by the Recording Secretary by November 1 of the year in which the election is held. Ballots shall be counted by three inspectors of election who are Voting Members, and are neither members of the current Board nor candidates on the ballot. The nominated candidate receiving the greatest number of votes for each position shall be declared elected. If any nominee, at the time of the election, is unable to serve for any reason, such nominee shall not be declared elected and the vacancy so created shall be filled by the new Board in the manner provided in Article III, Section 3. All ballots received by the Recording Secretary, as well as the names of the persons casting such ballots, shall be made available for inspection by the Board and membership following the election, but the names of such persons shall not be associated with the respective ballots that they cast.

SECTION 4. Nominations and Ballots. No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. A Nominating Committee shall be chosen by the Board before April 15 of the year in which the election is held, and all acts set forth in this section that are required to be or that may be performed in connection with the election shall be performed in the year in which the election is held. The Nominating Committee shall consist of three Voting Members from different areas of the United States, and two alternate Voting Members. No more than one Nominating Committee member or alternate member may be a member of the current Board. The Board shall name a chairman for the Nominating Committee. The Nominating Committee may conduct its business in person, by telephone conferences and/or video conferences, and/or by the means and subject to the limitations set forth in Article II, Section 4 for the Board to conduct its business.

a) The Nominating Committee shall nominate from among Voting Members one candidate for each office and for each position on the Board, and shall procure the acceptance of each nominee so chosen. The Nominating Committee should consider the geographical representation of the membership on the Board to the extent that it is practical to do so. The Nominating Committee shall then submit its slate of candidates to the Recording Secretary who shall then send the list, including the full name of each candidate and the name of the state in which he or she resides, to each Voting Member on or before August 15, so that additional nominations may be made by such members if they so desire.

b) Additional nominations of Voting Members may be made by written petition signed by five Voting Members (other than the member so nominated) addressed to the Recording Secretary and postmarked on or before September 15, accompanied by the written acceptance of each such additional Voting Member nominee signifying his or her willingness to be a candidate. Such petitions shall be made available for inspection by the Board and the membership prior to the election. No person can be a candidate for more than one position except that the positions of Recording Secretary and Corresponding Secretary may both be held by one person.

c) If no valid additional nominations postmarked on or before September 15 are received by the Recording Secretary by September 30, the Nominating Committee's slate shall be declared elected and no balloting will be required.

d) If one or more valid additional nominations postmarked on or before September 15 are received by the Recording Secretary by September 30, the Recording Secretary shall, on or before October 15, mail to each Voting Member 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 Recording Secretary marked "Ballot" and bearing the name of the Voting Member to whom it was sent. So that the ballots remain secret, each Voting Member, after marking his or her ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the

Recording Secretary. The inspectors of election shall check the returns against the list of Voting Members prior to opening the outer envelopes and removing the blank envelopes containing the ballots, and shall certify the eligibility of the voters and the results of the voting. The certification and results shall be announced to the membership by mail or email within 5 days of the count being verified.

ARTICLE V Committees

SECTION 1. **Standing and Special Committees**. The Board may appoint standing committees to advance Club work. Committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board for particular projects.

SECTION 2. **Appointment Termination**. Any committee appointment may be terminated by a majority vote of the full Board. 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 American Kennel Club's privileges shall be suspended automatically from RTBCA privileges for a like period.

SECTION 2. **Charges**. Any member may prefer charges against a member for alleged misconduct prejudicial to the breed or the Club's best interests. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a \$50 deposit, which shall be forfeited if the Board does not sustain such charges following a hearing. The Recording Secretary shall promptly send a copy of the charges to each Board member or present them at a Board meeting. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the breed or the Club's best interests. If the Board considers that the charges do not allege conduct which would be prejudicial to the breed or the Club's best interests, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a Board hearing not less than three weeks or more than six weeks thereafter. The Recording Secretary shall promptly send to the accused member one copy of the charges by Certified mail together with a hearing notice and assurance that the defendant may personally appear in his own defense and bring witnesses.

SECTION 3. **Board Hearing**. No attorneys may be present at the hearing. If the charges are sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all Club privileges for not more than six months from the hearing date. If the Board deems that punishment insufficient, it may also recommend the penalty of expulsion to the membership. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the next Club meeting. Immediately after the Board has reached a decision, its finding shall be written and filed with the Recording Secretary. The Recording 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 Club meeting following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special Club meeting 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 his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges, the Board's finding, and recommendation; and shall invite the defendant, if present, to speak in his own behalf. The members shall then vote on the proposed expulsion by secret ballot. A 2/3 vote of those present 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. **Proposed Amendments**. Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by 20% of the

membership in good standing. The Board of Directors shall promptly consider amendments proposed by such petition. The Recording Secretary must submit them to the members with the recommendations of the Board for a vote within three months of the date the Recording Secretary received the petition.

SECTION 2. **Voting on Amendments**. The Constitution and Bylaws may be amended by a 2/3 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 meeting notice sent to each member at least two weeks before the meeting date.

Section 3. **Effective Date**. The Constitution and Bylaws amendment the Club adopts shall become effective after the RTBCA club membership and the American Kennel Club have approved it.

ARTICLE VIII

Dissolution

Property and Asset dissolution. The Club may be dissolved at any time by the written consent of at least 2/3 of the members. If the Club dissolves other than for purposes of reorganization, whether voluntary or involuntary, or by operation of law, no Club property, proceeds thereof, or assets shall be distributed to any Club members. After paying Club debts, 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. **Club Meetings**. At Club meetings, the order of business, so far as the meeting's character and nature may permit, shall be as follows:

- Roll Call of Officers and Board Members
- Minutes of last meeting
- President's Report
- Secretary's Report
- Treasurer's Report
- Committee Reports
- Election of Officers and Board (at Annual meeting)
- Election of new members
- Old business
- New business
- Adjournment

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

- Minutes of last meeting
- Secretary's Report
- Treasurer's Report
- Committee Reports
- Old business
- New business
- Adjournment

ARTICLE X

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