

CONSTITUTION

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ARTICLE I SECTION 1. The name of the Club shall be The Chihuahua Club of America, Inc.

SECTION 2. The objectives of the Club shall be:

1. To encourage and promote quality in the breeding of pure-bred Chihuahuas and to do all possible to bring their natural qualities to perfection;
2. To encourage the organization of independent local Chihuahua Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
3. 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 Chihuahuas shall be judged;
4. To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows and obedience trials;
5. To conduct sanctioned matches, specialty shows, and obedience trials under the rules of The American Kennel Club;
6. To promote the qualities of the Chihuahua breed to the members and general public through publications, educational seminars, library data bank, etc.

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 bylaws as may be required to carry out these objectives.

ARTICLE I - Membership

SECTION 1. Eligibility. There shall be six types of membership, open to all persons eighteen years of age and older as well as independent local Chihuahua Specialty clubs who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.

- a. Regular Membership – Open to persons eighteen years and older. Enjoys all the privileges of the Club including the right to vote and hold office.
- b. Junior Membership – Open to persons under 18 years of age. Junior members will follow the same application process as regular members, paying a processing fee. Junior members will not pay dues or be eligible to vote or hold office. If Junior members are in good standing on their 18th birthday they will automatically become Regular members upon payment of dues.
- c. Local Clubs – Local Chihuahua Specialty Clubs that have received recognition from The American Kennel Club to hold B-Sanctioned events. The Member Club's constitution and by-laws must not be in conflict with those of The Chihuahua Club of America or The American Kennel Club. Further, the Member Club shall agree to incur no indebtedness on the part of The Chihuahua Club of America. Member Clubs shall have no vote or office holding privileges.

- d. Foreign Members – Open to persons eighteen years of age and older residing in any foreign country. Foreign members pay regular dues plus a mailing surcharge if established by the Board and enjoy all Club privileges except voting and office holding.
- e. Lifetime Membership – May be conferred upon members of long standing by recommendation from the Board and ratified by 2/3 vote of the membership present at the Club's spring or annual business meeting. Lifetime members have full office holding and voting privileges but do not pay dues. Lifetime membership shall not be conferred upon more than one person (or two if husband and wife) in any Club official year.
- f. Honorary Membership – May be conferred by the same procedure as Lifetime Members. Honorary members have no vote and cannot hold office. They do not pay dues. No more than two honorary memberships shall be offered each year.

SECTION 2. Dues. Membership dues shall be established by the Board of Directors and approved by the majority of members at the annual meeting. Dues shall be payable on or before the 1st day of January of each year. The Treasurer shall send to each unpaid member and member club a notice of unpaid dues for the ensuing year. This notice may be included in the Club's publication; however, statements shall be sent to members whose dues remain unpaid after the January 1st deadline. Foreign members residing outside of the United States may be charged a dues surcharge to cover additional mailing expense as established by the Board. No member may vote whose dues are not paid for the current year, nor if they have outstanding balances owed to the club.

SECTION 3. Election to Membership. The Board will appoint a committee consisting of five members, one from each region plus a membership chairperson in accordance with Article V of these by-laws. Not more than one committee member shall be a member of the current Board. The committee will receive, process and elect new members and or local clubs to the club subject to Board approval. 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, code of ethics and the rules of The American Kennel Club. The application shall carry the endorsement of two members and appropriate dues for the current year must accompany the application. Individuals must be a member of CCA for at least one year before sponsoring an applicant for CCA membership. Sponsors must have known an applicant for at least one year prior to completing the sponsors' form that is included with the membership application, with the exception of Junior applicants. All applicants, after screening by the Membership Committee, will be presented to the Board with the Committee's recommendations. An affirmative vote of 2/3 of the Directors present at the time of the meeting of the Board or 2/3 of the entire Board voting by mail is needed for approval. The names of all applicants, elected or defeated by the Membership Committee, must be approved by an affirmative vote of 2/3 of the Directors present at a meeting of the Board or 2/3 of the entire Board voting by mail. An application which has received a negative vote by either the Membership Committee or the Board of Directors may be presented by one of the applicant's endorsers at the next annual meeting of the Club and the members may elect such applicant through voting by secret ballot. A favorable vote of 85% of the members present shall be required to elect an applicant. Individuals may not hold office in CCA, until they have completed one year of membership. Anyone who applies for membership in the CCA will receive notification of any correspondence written about them and have an opportunity to respond. Correspondence must be received by the Membership Chair within 45 days of publication in the Chi-Chatter. Any response from the candidate must be received by the Membership Chair 3

weeks prior to the date the candidate will be voted on. Anyone who applies for membership in the CCA and is rejected may not re-apply for membership for one year. Falsifying information on an application may result in termination of membership. The member is entitled to due process in accordance with Article VI. Persons becoming members after the 30th day of September are considered as having an effective membership date of January 1st of the following year in regard to payment of dues. **SECTION 4. Termination of Membership.** Memberships may be terminated 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.

- a. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. The Secretary shall delete a lapsed member's name from the membership roster 90 days past 1st day of fiscal year. All Club privileges shall be terminated and the member must re-apply for membership in accordance with Article 1, Section 3. 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.
- b. By expulsion. A membership may be terminated by expulsion as provided in Article VI of these by-laws.

SECTION 5. Regions. The United States will be divided into four regions geographically for the purpose of selection of regional Vice-Presidents and representation of the membership. There shall be an EAST REGION #1, an EAST CENTRAL REGION #2, a WEST CENTRAL REGION #3, and a WEST REGION #4.

- a. Boundaries. The boundaries for each region will be contiguous state boundary lines and no boundary line will include only a portion of a state. All regions will contain an equal number of members as to the extent practical, based on the Secretary's current membership roster.
- b. Change in Boundaries. It is the intent of the Club to have a most nearly equal number of members in each region. When the balance of members in each region exceeds a 15% difference, the boundaries will be changed as follows: The President, with Board approval, will appoint a committee consisting of one member from each region as determined by Article V of these by-laws. This committee shall study and make recommendations to the Board of Directors for new boundaries. The Board will then publish their findings as well as committee's recommendations to the general membership. At the next general meeting a 2/3 affirmative vote by members in good standing will control. It will be mandatory that this committee review the boundary line at least every four years.
- c. **ARTICLE II - Meetings**
- d. **SECTION 1. Annual Meeting.** The annual meeting of the Club shall be held 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 to each member and member club at least 60 days prior to the date of meeting. The quorum for the annual meeting shall be 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 who are present at a meeting of the Board or who vote by mail; and shall be called by the Secretary upon receipt of petition signed by 10% of the members of the Club who are in good standing. Such meeting shall be held within 60 days at such place, date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed to each member 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 a meeting shall be 10% of the members in good standing. **SECTION 3. Board Meetings.** The first meeting of the Board shall be held immediately following the annual meeting and election. Other meetings of the Board of Directors 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 other meeting shall be mailed 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, by mail, facsimile or telephone conference call. **SECTION 4. General Management.** The Board of Directors may conduct its business by mail, facsimile machine, or other device transmitting written text to all Board members. Board members may discuss and vote on written transmitted text of issues by telephone. Board members may discuss and vote on issues not accompanied by written text; however, transmission of written text must be distributed within 15 days, and vote ratified at the next Board meeting. When dealing with issues of administrative details, the Board members may agree to waive mailing of written text when voting by phone.

ARTICLE III - Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the President, four Regional Vice-Presidents, Secretary, Treasurer, four Board members, and Immediate Past-President. All shall be members in good standing and citizens of the United States. They shall be elected to (half the Board at a time) alternating two year terms, with a limit of two terms in any one position, for all Directors of the Board and Officers, at the Club's annual meeting as provided in Article IV, and shall serve until their successors are elected. (The President, Secretary, 2 Vice-Presidents and 2 members of the Board will be elected in even numbered years; the remaining 2 Vice-Presidents, Treasurer, and members of the Board will be elected in odd numbered years.) General management of the Club's affairs shall be entrusted to the Board of Directors. All Officers and Board members, including the Immediate Past-President, shall have full voting privileges. **SECTION 2. Officers.** The Club's officers, consisting of the President, four Regional Vice-Presidents, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings. The Club's officers have agreed to be present at the CCA shows, be present and active on the board conference calls, and be active in the discussions on the board email list. Business is conducted via the internet.

- 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. From the four Regional Vice-Presidents, one Vice-President will be selected by vote of the Board to have the duties and exercise the powers of the President in case of the

President's death, absence or incapacity. The Regional Vice-Presidents shall receive and transmit information to the Board and to all members through the Club's publication from members and member clubs within their respective region. The four Regional Vice-Presidents must reside in the region for which they hold office at the time they are elected.

- 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. The Secretary shall have charge of the correspondence, notify members of meetings, 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 and shall deposit the same in a bank approved 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 a report shall be given at every meeting of the condition of the Club's financial status and every item of receipt or payment not before reported. At the annual meeting, a certified accounting of all the Club's money received and expended during the previous fiscal year shall be presented. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.
- e. The Delegate to The American Kennel Club is appointed by the Board of Directors. The Delegate is urged to attend all Board meetings, and to provide a report to the Board regarding AKC issues affecting the Club.

SECTION 3. Vacancies. Any vacancies 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 selected by the Board and the resulting vacancy in the office of Vice-President shall be filled by the Board with an individual from the same region as that Vice-President.

ARTICLE IV - The Club Year, Voting, Nominations, 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 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 the 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, amendments to the Constitution and By-Laws and the 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 members by written ballot cast by mail. **SECTION 3. Annual Election.** The Board shall select an Election Committee consisting of five members, one from each region, plus an election chairperson who are members in good standing and neither members of the current Board nor candidates on the ballot. The committee will prepare balloting, coordinate, and oversee the election. The election of Officers and Directors shall be conducted by secret ballot. Ballots must

be received by the election chairperson (or independent professional firm designated by the Board) ten days prior to the annual meeting to be valid. Ballots shall be counted before the meeting by the election committee. (Provided, however, that the Board may designate an independent professional firm to send, receive and count the ballots apart from the annual meeting). Disclosure of election results prior to the announcement at the annual meeting is strictly prohibited. The nominated candidate receiving the greatest number of votes for each office 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 vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 3. **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. The committee shall consist of five members, one chosen from each region, plus a chairperson, all members in good standing, no more than one of whom may be a member of the current Board of Directors. The Nominating Committee may conduct its business by mail, facsimile machine or other device transmitting written text to all committee members.

- a. The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each position on the Board of Directors and shall procure the acceptance of each nominee so chosen. The committee must consider geographical representation of the membership in selecting the candidates for the four Vice-President positions. The committee shall then submit its slate of candidates to the election chairperson who shall mail the list, including the full name of each candidate and name of the State in which he resides, to each member of the Club on or before June 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 completion of the nominating packet obtained from and returned to the election chairperson and received at his regular address postmarked on or before July 15th, containing the petition signed by ten (10) members; the written acceptance of each such additional nominee signifying his willingness to be a candidate, and the nominee's 100 word statement to the membership. No person shall be a candidate for more than one position.
- c. If no valid additional nominations are received by the election chairperson, postmarked on or before July 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 election chairperson, postmarked on or before July 15th he shall, on or before September 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, a 100 word or less statement of qualifications and Club objectives, together with a blank envelope and a return envelope addressed to the Election Chairperson, or designated professional firm, 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 Election Chairperson, or designated professional firm. The election committee, or designated professional firm, shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank 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. The committee is required to maintain confidentiality of results prior to announcement.

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

ARTICLE V - Committees

SECTION 1. Each year the Board will appoint standing committees, or persons, to advance the work of the Club. Standing committees shall be filled each year by the Board within thirty days of the start of the Club's official year. The committees shall consist of the following:

- Nominating,
- Membership,
- Election,
- Awards and Recognition and
- Historian.

Special committees may also be appointed by the Board at any time to aid with particular projects or Club activities. The committees shall always be subject to the final authority of the Board. **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. **SECTION 3.** Committee Chairmen shall turn over to their successors all properties and records relating to that office within 30 days after the change of the Chair.

ARTICLE VI - Discipline

SECTION 1. American Kennel Club Suspension. Any member who is suspended from any of the privileges of The American Kennel Club automatically shall be suspended from any/all privileges of this Club for a like period of time. **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 \$50.00 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 of 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 3 weeks or more than 6 weeks thereafter. The Secretary shall promptly send a copy of the charges to the accused member by certified 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 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 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, ten minutes, or longer should the President permit, 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 six (6) months of the date received by the Secretary. No two petitions germane to the same topic may be presented within one full year from the time it was voted on. **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 a choice for or against the action to be taken shall be indicated. Dual-envelope procedures described in Article IV, Section 4(d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date postmarked 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.** No amendment to the Constitution and By-Laws 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 - Electronic Communications

SECTION 1. The Chihuahua Club of America may send members notification of club meetings (also included would be dues notices; minutes and newsletters) and board members notification of board meetings via email provided that:

- The member(s) or board member(s) has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the club from any liability should the notification be received late or not received by the member or board member due to circumstances beyond the club's control.
- **ARTICLE IX - 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 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 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:

- Call to Order
- Roll Call
- Minutes of the last general meeting
- Minutes of the last board meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Reports of the Committees
- Unfinished business
- New business
- Announcement of election results
- 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:

- Minutes of the last board meeting
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Report of the AKC Delegate
- Unfinished business
- New business
- Adjournment
- **ARTICLE XI - 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 other special rules of order the Club may adopt.

