

**CONSTITUTION AND BYLAWS OF  
THE BORDER TERRIER CLUB OF AMERICA, INC.  
FOUNDED IN 1949  
INCORPORATED IN 1974**

**CONSTITUTION**

**ARTICLE I  
NAME AND OBJECTS**

**SECTION 1.** The name of the Club shall be **THE BORDER TERRIER CLUB OF AMERICA**.

**SECTION 2.** The objects of the Club shall be:

- (a) to encourage and promote quality in the breeding of pure-bred Border Terrier and to do all possible to bring their natural qualities to perfection;
- (b) to encourage the organization of independent local Border Terrier Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
- (c) to urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which Border Terriers shall be judged;
- (d) to do all in its power to protect and advance the interests of the breed against commercial exploitation and to encourage sportsmanlike competition at dog shows and all companion and performance events;
- (e) to conduct sanctioned matches, specialty shows, companion and performance 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 residual 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 objects.

**BYLAWS**

**ARTICLE I  
MEMBERSHIP**

**SECTION 1. ELIGIBILITY.** There shall be three 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.

Single Membership: Open to all persons 18 years of age or older and who will enjoy all Club privileges.

Household Membership: Open to two adults living at the same address, both of whom will enjoy all Club privileges and each will be entitled to one vote on any matter placed before the membership.

Junior Membership: Open to all persons 17 years of age and younger who will enjoy all Club privileges except those of voting and holding office.

**SECTION 2. DUES.** Membership dues shall be determined by the Board of Directors and be payable on 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 or Membership Coordinator shall send to each member a statement of dues for the ensuing year. Dues for Household Membership shall not exceed \$100, dues for Single Membership shall not exceed \$75 and dues for Junior Membership shall not exceed \$25.

**SECTION 3. ELECTION TO MEMBERSHIP.** Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Constitution and Bylaws and the rules of The American Kennel Club. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of two members in good standing not of the same household. At least one of the endorsers must have known the applicant for at least one year. Accompanying the application, the prospective member shall submit dues for the current year.

Applicants may be elected by secret ballot at any meeting of the Board of Directors or by secret written vote of the Directors by mail.

Affirmative votes of two-thirds of the Directors present at a meeting of the Board or of two-thirds of the entire Board voting by mail, shall be required to elect an applicant.

An application which has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the Club and the Club may elect such applicant by a favorable vote of 75% of the members present. Applicants who are denied membership may reapply after 3 years of the date their application is denied.

**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 Corresponding Secretary, but no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.

(b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however, the Board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of the meeting.

(c) By expulsion. A member may be terminated by expulsion as provided in Article VI of these bylaws.

Any member who has lapsed or resigned may reapply for membership as specified in Article I Section 3 of these Bylaws.

## **ARTICLE II MEETINGS**

**SECTION 1. ANNUAL MEETING.** The annual meeting of the Club shall be held in conjunction with the Club's annual Specialty Show whenever possible, at a place, date and hour designated by the Board of Directors. Written notice of the annual meeting shall be mailed by the Corresponding Secretary to each member at least 30 days prior to the date of the meeting or published in the newsletter preceding the meeting, as long as the newsletter is received by the membership within 30 days before the meeting. The quorum for such a meeting shall be 10% of the members in good standing.

**SECTION 2. SPECIAL CLUB MEETINGS.** Special Club meeting 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, fax, electronic mail or telephone conference call and shall be called by the Corresponding Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such meeting shall be held as such place, date and hour as may be designated by the Board. Written notice of such shall be mailed by the Corresponding 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 Board shall meet at least once each calendar year, in conjunction with the Club's annual Specialty Show whenever possible. 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 by the Recording Secretary to each member of the Board at least 14 days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board voting in person or by teleconference, or voting by mail, fax or electronic mail.

**SECTION 4.** The Board of Directors may conduct its business by mail, fax, electronic mail, video conference, telephone conference call, or by polling the Board through the Recording Secretary. Items voted upon other than at a meeting must be confirmed in writing by the Recording Secretary within 7 days after the vote is taken, listing the vote of each Board member and the final tally. In order for business to be conducted by electronic mail the following precautions must be in place: (i) every Board member must be provided with the means to participate; (ii) a procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible Board members; (iii) a mechanism must be in place to verify that the eligible Board members are "listening"; and (iv) all Board members must agree to participate in this manner.

## **ARTICLE III DIRECTORS AND OFFICERS**

**SECTION 1. BOARD OF DIRECTORS.** The number of Directors shall be eleven, six area Directors and five at-large Directors, all of whom shall be members in good standing. The Board shall be divided into three classes, two classes to consist of four Directors each and one class to consist of three Directors, one class to be elected each year. The Directors shall be elected at each annual election for a term of three years and shall serve until their successors are elected. No Director shall serve for more than three consecutive terms, nine years. Area Directors must reside in the area represented. General management of the Club's affairs shall be entrusted to the Board of Directors.

**SECTION 2. ELECTION OF OFFICERS AND TERM OF OFFICE.** Except as otherwise provided in these Bylaws, all elected officers shall be selected by, and from among the Directors within 30 days following annual elections by the membership and shall take office by August 1. Elected officers shall hold office for a term of one year, or until their successors shall be duly elected and qualified.

The Club's officers shall consist of a President, Vice President, Corresponding Secretary, Recording Secretary and Treasurer and 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 by these Bylaws.

(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 Recording Secretary shall keep a record of all meeting of the Club and of the Board and of all votes taken by mail, electronic mail, electronic poll or telephone conference call and of all matters of which a record shall be ordered by the Club and carry out such other duties as are prescribed by these Bylaws. The minutes of the Annual meeting shall be published in the first convenient issue of The Borderline. Corrections or additions shall be requested within 30 days of publication. These shall be published and the minutes adjusted. Records of all votes taken by the Club or the Board shall be published in the Borderline.

(d) The Corresponding Secretary shall have charge of the correspondence, shall notify members of meetings, notify Officers and Directors of their election to office, and carry out such other duties as are prescribed by these Bylaws.

(e) The Treasurer shall collect and receive all moneys due or belonging to the Club. The Treasurer 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 the Treasurer shall report to them at every meeting the condition of the Club's finances and every item of receipt of payment not before reported; and at the annual meeting the Treasurer shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

(f) The AKC Delegate shall be elected for a term of three years and will attend meetings of the AKC Delegate Body and will make regular reports to the Board and the membership.

**SECTION 3. VACANCIES.** Any vacancies occurring on the Board or among the officers during the year shall be filled by a majority vote of all the then members of the Board for the duration of the term of the vacated seat, 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. If the vacancy is for a Directors position representing a specific geographical area, the replacement Director selected by a vote of the Board must reside in the area for which position he is selected to represent.

#### **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 on the 1st day of July and end on the 30th day of June. Directors shall take office on July 1 and officers shall be elected within 30 days. The election may be conducted at a meeting of the Board or by mail, fax, electronic mail or telephone conference call. Each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after being notified of the election of new officers.

**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 Directors and Delegate and amendments to the Constitution and Bylaws 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.** At the annual election of the Directors and Delegate to The American Kennel Club, who may be but need not be a Director or officer of the Club, the vote shall be conducted by ballot. Ballots to be valid must be received by the Inspector of Ballots, an independent party designated by the Board of Directors, by June 15 of the current year. Ballots shall be counted by the Inspector of Ballots. The number of persons from the At-Large nominees receiving the highest number of votes for the same number of At-Large vacancies on the Board shall be declared elected. The person nominated for a Regional vacancy receiving the highest number of votes for that region's vacancy on the Board shall be declared elected. If any nominee, at the time of the ballot counting 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 for in Article III, Section 3.

The Inspector of the Ballots will notify the Recording Secretary who will in turn notify the newly elected Directors and Delegate by mail by July 1.

**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 of Directors before February 15. The committee shall consist of five members from different areas, one of whom shall be named chairman, all members in good standing, no more than one of whom may be a member of the current Board of Directors. The Board shall

name a chairman for the Committee. The Nominating Committee may conduct its business by mail, electronic mail or telephone conference call.

(a) The Nominating Committee shall nominate from among the eligible members of the Club one candidate for each vacant position on the Board of Directors and one candidate for the Delegate to The American Kennel Club and shall procure the acceptance of each nominee so chosen. The Committee must nominate candidates to insure that there will be a designated Director for each of the specific areas outlined in Section 4(e) starting with the election of the Class of 1993. The Committee shall then submit its slate of candidates to the Corresponding Secretary who shall mail the list, including the full names of each candidate, the state in which he resides and the vacancy for which he has been nominated, to each member of the Club on or before March 15 so that additional nominations may be made by the membership if they so desire.

(b) Additional nominations of eligible members may be made by written petition addressed to the Corresponding Secretary and received at the Corresponding Secretary's regular address on or before April 15, signed by five members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. At-Large Nominees may be endorsed by any member in good standing; regional nominees must be endorsed by at least 3 members in good standing who reside within the region. To be valid, additional nominations must specify whether the candidate is nominated to represent a specific area (area must be named) or to be an At-Large Board member. If no valid nominations are received by the Corresponding Secretary by April 15, the Nominating Committee's slate shall be declared elected and no balloting will be required. The Corresponding Secretary shall promptly notify all candidates of their election by May 1, with their terms beginning on July 1. Notice will be published in the following issue of The Borderline.

(c) If there are additional valid nominations received by the Secretary by April 15, the Secretary shall mail to each member in good standing on or before May 15, a ballot listing all the nominees in alphabetical order together with the names of the states in which they reside.

Ballot will specify whether the nominee is a candidate for an At-Large or a specific Area vacancy. A blank envelope will be included and a return envelope addressed to the Inspector of Ballots 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 Inspector of Ballots. Marked ballots must be received by June 15. The Inspector of Ballots shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelope and removing the blank envelope, and shall certify the eligibility of the voters as well as the results of the voting which shall be announced in the next issue of The Borderline.

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

(e) The six areas represented by a Director on the Board shall represent six cohesive geographical areas which are as equal as possible in terms of residence of members in good standing. In arriving at these areas no state shall be divided geographically. Every five years the Board of Directors shall recalculate and reorganize these six areas to insure that they are approximately equal to one another in the number of Club members residing within each area.

(f) In the event that a Director representing a specific area moves to another area while serving on the Board, that position will be considered as vacant, and the Board shall fill this vacancy as outlined in Article III, Section 3.

## **ARTICLE V COMMITTEES**

**SECTION 1.** The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, trophies, annual prizes, membership and other fields which may well be served by committees. 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 VI DISCIPLINE**

**SECTION 1. AMERICAN KENNEL CLUB SUSPENSION.** Any member who is suspended from any 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 Recording Secretary together with a deposit of \$100 which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Recording 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 interest of the Club or of the Breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest 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 three weeks or more than six weeks thereafter. The Recording 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 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 of the evidence and testimony presented by complainant and defendant, the Board or Committee may by a majority vote of those present reprimand or 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 their 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 Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

**SECTION 4. EXPULSION.** Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds 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 Bylaws and to the standard for the breed may be proposed by the Board of Directors or by written petition addressed to the Recording 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 the recommendations of the Board by the Recording Secretary for a vote within three months of the date when the petition was received by the Secretary.

**SECTION 2.** The Constitution and Bylaws and the standard for the breed may be amended at any time, provided a copy of the proposed amendment has been mailed by the Recording Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The notice shall specify a date not less than 30 days after the date of mailing by which date the ballots must be returned to the Recording Secretary to be counted. The favorable vote of two-thirds 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 Bylaws 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 DISSOLUTION**

**SECTION 1.** The Club may be dissolved at any time by the written consent of not less than two-thirds of the members. In the event of the dissolution of the Club, other than for the purpose of reorganization, none of the property of the Club, not any proceeds thereof, or 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 the Last Meeting

Report of the President

Report of the Corresponding Secretary

Report of the Recording Secretary

Report of the Treasurer

Reports of Committees  
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:

Minutes of the Last Meeting  
Report of the Corresponding Secretary  
Report of the Recording Secretary  
Report of the 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 bylaws and any other special rules of order the Club may adopt.

(Revised 2010)