



Russian Toy Club of America

Constitution and Bylaws

Revision Date: 5/18/2022

Constitution

Article I

Name and Objects

Section 1. The Name of the Club shall be Russian Toy Club of America, Inc.

Section 2. The Objects of the Club shall be

1. To encourage and promote quality in breeding of purebred Russian Toy, and to do all possible to bring their natural qualities to perfection.
2. To encourage the organization of independent local Russian Toy 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 Russian Toy shall be judged.
4. To do all in its power to protect and advance the interest of the Breed and to encourage sportsmanlike competition at dog shows and obedience trials.
5. To conduct sanctioned matches and specialty shows and trial and any other events for which the club is eligible under the Rules and Regulations of the American Kennel Club.

Section 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual or any group of Members of individuals.

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 in a manner prescribed in the Bylaws.

Bylaws

Article I

Membership

Section 1. Eligibility.

1. **Regular** - Open to persons aged 18 years or older who are citizens or residents of the United States in good standing with the American Kennel Club, who agree to uphold the constitution of the Russian Toy Club of America. Regular Members enjoy all club privileges including the right to vote and hold office.
2. **Foreign** - Open to persons 18 years or older who are not residents of the United States or its territories and possessions. Members who hold foreign memberships shall be entitled to all privileges of the Club except that they shall not be permitted to vote, hold office, or be counted in a quorum.
3. **Junior** - Open to persons over the age of 10, and under the age of 18. Junior members shall not be permitted to vote or hold office, not be included on the breeders list, and will not be counted in a quorum. Junior membership may automatically convert to Regular membership at age 18.

4. **Associate** – Open to persons aged 18 years or older who are citizens or residents of the United States of America or its territories and possessions, in good standing with the American Kennel Club and own one or more spayed/neutered Russian Toy(s). Members who hold associate membership shall be entitled to all privileges of the Club except that they shall not be permitted to vote, hold office, be listed on the breeders list, or be counted in a quorum.
5. **Honorary** — An individual who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues and are not eligible to vote, but can maintain regular (or household) membership if they pay dues. Examples of this service include, but are not limited to, serving as an officer or member of the Board, working as the principal organizer of a major Club event, making a significant contribution to the health and welfare of the breed.
6. **Life** — For those individuals who have been members for 20 or more years. Life members pay no dues but are eligible to vote and hold office.

Section 2. Dues. The amount of annual dues shall be set by the Board of Directors, with a 2/3 vote needed to raise or lower the amount. Regular, Foreign, Junior and Associate Membership dues may be less than, but shall not exceed, \$60.00 per year, payable before the 1st day of June of each year. No Member may vote whose dues are not paid for the current year. During the month of April, the Secretary shall be responsible for sending to each member a statement of his dues for the ensuing year. A dues renewal notice shall be placed in the member's only section of the website and sent out on the official Club email list. The Secretary shall be responsible for sending those members who have not renewed by June 1 a written dues reminder by mail or email prior to July 1.

Section 3. Election to Membership. Applicants may be elected by secret ballot at any meeting of the board of directors or by secret vote of the directors by mail or email. 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 the Constitution and Bylaws and the Rules and Regulations 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. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be sent via Board email to a first vote. All applications voted on through Board email shall be ratified at the next regular Board Meeting. A letter shall be sent to the applicant of the result of their application. Should an applicant not be voted into the Club, at the next annual club meeting the application will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the club may not reapply within twelve months after such rejection.

Section 4. Termination of Membership. Membership may be terminated:

- a. *by resignation.* Any member in good standing may resign from the club upon written notice to the Secretary, but no member may resign when in debt to the club. 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 90 days after the first day of the fiscal year
- c. ; however, the board may grant an additional up to 90 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 that meeting.

- d. *by expulsion.* A membership may be terminated by expulsion as provided in Article VI of these bylaws.

Article II

Meetings and Voting

Section 1. *Annual Meeting.* The annual meeting of the club shall be held in the month of May in conjunction with the club's main specialty show of the year, if possible, at a place and date designated by the board of directors. Written notice of the place and date of the annual meeting shall be sent by the secretary in any manner prescribed by the laws of the state in which the club is incorporated to each member at least 30 days prior to the date of the meeting, or placed in the club website at least 30 days prior to the meeting. The quorum for the annual meeting and the general meeting shall be 10% of the voting 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 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 a petition signed by ten percent (10%) of the Members of the Club who are in good standing. Such Meeting shall be held at such a place, date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be sent by the secretary in any manner prescribed by the laws of the state in which the club is incorporated at least twenty-one (21) 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 at that meeting. The quorum for such a Meeting shall be ten percent (10%) of the voting members in good standing.

Section 3. *Board Meetings.* The first meeting of the board shall be held immediately following the election. Other meetings of the Board of Directors shall be held at such times and places or via telephone conference call or via video conference, as are designated by the President or by a majority vote of the entire Board. Written notice of each such other meeting shall be sent by the secretary in any manner prescribed by the laws of the state in which the club is incorporated to each member of the Board at least fourteen (14) days prior to the date of the meeting. The quorum for a Board meeting shall be the majority of the Board.

Section 4. *Board Business.* The board of directors may also conduct business by telephone conference call, mail and fax provided it does not conflict with any other provision of these bylaws. Items voted upon by telephone conference call, mail and fax must be confirmed in writing by the Secretary within seven days.

Section 5. *Meetings.* Meetings are defined as gathering where attendees see and/or hear each other. This includes meeting (in person) "physically" in the same room or conducting a meeting by videoconference or teleconference. The Board of Directors may also conduct business by telephone conference call, mail, and fax provided it does not conflict with any other provision of these bylaws. Items voted upon by telephone conference call, mail and fax must be confirmed in writing by the Secretary within seven days. Business (voting): can be conducted at meetings or through mail, fax or email. In order for business to be conducted by email the following precautions must be in place:

1. Every board member must be provided with the means to participate;
2. A procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible board member;
3. A mechanism must be in place to verify that the eligible board members are "listening;"
4. All board members must agree to participate in this manner.

These four precautions will be met by the following conditions: The first email vote by a board member will signify that the member agrees to participate via email for the duration of their term of office, as

well as their agreement to signify that they are "listening" by responding via email at least once a month. If a board member is going to be voting from a different email address than the one used for the first email vote, the secretary must be notified in a notification which includes the board member's signature.

Section 6. *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, Directors and the AKC Delegate, and amendments to the Constitution and Bylaws and the Standard for the Breed which shall be decided by written ballot cast by mail or by electronic balloting by an independent firm in accordance with State Law and AKC Rules and Regulations. 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, email

Article III

Directors, Officers and the AKC Delegate

Section 1. *Board of Directors.* The board shall be comprised of the officers and three other persons to be called Directors, all of whom shall be members in good standing who are residents of the United States and all of whom shall be elected for two-year terms and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the board of directors.

Section 2. *Officers.* The club's officers, consisting of the President, Vice President, 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. 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 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 Secretary shall keep a record of all meetings of the club and of the board and of all matters of which a record shall be ordered by the club; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses which shall be sent to any member in good standing, upon written request not more than once every club year, and carry out such other duties as are prescribed in these bylaws.
- d. The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The books shall at all times be open to inspection by the board and a report shall be given at every meeting 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 moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the board of directors shall determine.
- e. The offices of Secretary and Treasurer may be held by the same person, in which case the board shall be comprised of 6 persons.

Section 3. *Vacancies.* Any vacancies occurring on the board or among the offices during the year shall be filled until the next annual election by a majority vote of the members of the board at its first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the board.

Section 4. *Delegate to the American Kennel Club.*

The Delegate to the American Kennel Club shall be elected to a two-year term and serve as the official delegate of the Club to the American Kennel Club.

There shall be no limitation on the number of successive two-year terms the delegate may serve.

The Delegate may attend and participate in Board meetings, but shall not be an Officer or voting Board Member. The RTCA Delegate shall attend Delegate's Meetings of the American Kennel Club and report on those meetings.

The Delegate shall act as a liaison between the Board and the American Kennel Club, and assume all duties normally appurtenant to this position.

The Delegate shall not serve as a Delegate to the American Kennel Club until duly approved by the American Kennel Club and shall continue to serve until his successor is duly approved by the American Kennel Club.

Article IV

The Club Year, Nominations and Elections

Section 1. *Club Year.* The club's fiscal year shall begin on the 1st day of June and end on the last day of May. The Club's Official year shall begin immediately at the conclusion of the election and shall continue through the next election. The elected officers and Directors shall take office on the first day of June. Each retiring Officer shall turn over to his successor in office all properties and records, including the web site domain, relating to that office within 30 days after the election. At this time, the treasurer will also turn over the results of the latest audit.

Section 2. *Elections.* The election of Officers, Directors and the AKC Delegate shall be conducted by Secret ballot in any manner provided for by the laws of the state in which the club is incorporated. Each member may submit only one ballot. The Board shall designate an independent professional firm designated by the board to receive and count the ballots, or by electronic balloting by an independent firm in accordance with State Law and AKC Rules and Regulations. To be valid, ballots must be received by the independent professional firm on or before April 1. Ballots shall be counted by the independent entity on April 15, or the first business day following that date. The independent professional firm will notify both the President and the secretary of the results of the election, as well as the identity of any ballots that were uncounted. The secretary is responsible for notifying the board and the candidates of the results. Any request for a recount must be received by the secretary within ten days after the election results are announced to the board and the candidates.

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.

In the case of a tie, a runoff election between the tied candidates shall be held, with the ballots for the runoff to be mailed or by electronic balloting by an independent firm in accordance with State Law and AKC Rules and Regulations by May 1 and returned to the independent entity by May 15.

Section 3. *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 (delegate) and directors and amendments to the constitution and bylaws (and the standard for the breed), which shall be decided by written ballot cast by mail or by electronic balloting by an independent firm in accordance with State Law and Rules and Regulations of the American Kennel Club. Voting by proxy shall not be permitted in states where prohibited by State Law. The board of directors may decide to submit other specific questions for decision of the members by written ballot cast by mail or by electronic balloting by an independent firm in accordance with State Law and AKC Rules and Regulations.

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 during the month of December. The Committee shall consist of three (3) Members from different areas of the United States and an alternate, all Members in good standing, no more than one of whom shall 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, telephone, fax or email.

- a. The Nominating Committee shall nominate from among the eligible Members of the Club in good standing with the Club and AKC, one candidate for each office and for each other position on the Board of Directors and for the AKC Delegate and shall procure the acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the Board to the extent that it is practical to do so. The Committee shall then submit its slate of candidates to the Secretary by January 1, who shall mail the list, including the full name of each candidate and the state in which he resides, to each Member of the Club on or before January 15, so that additional nominations may be made by the Members if they so desire.
- b. Additional nominations of eligible Members may be made by written petition addressed to the Secretary and received at his regular address on or before February 15, signed by five members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one position and the additional nominations which are provided for herein may be made only from among those Members who have not accepted a nomination of the Nominating Committee.
- c. If no valid additional nominations are received by the Secretary on or before February 15, the Nominating Committee's slate shall be declared elected and no balloting will be required.
- d. If one or more valid additional nominations are received by the Secretary on or before February 15, he shall, on or before March 1, 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, together with a blank envelope and a return envelope addressed to the independent entity designated by the Board to count the ballots marked "RTCA 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 independent entity or by electronic balloting by an independent firm in accordance with State Law and AKC Rules and Regulations. The designated independent entity shall check the returns against the list of Members whose dues are paid for the year in which the ballots were sent, 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. The results of the election shall be transmitted to the Secretary and shall be announced at the annual meeting. Nominations cannot be made at the Annual Meeting or in any manner other than as provided above. Two members from the same household may not be nominated for office.

Article V

Committees

Section 1. Each year, the Board may appoint standing committees to advance the work of the Club in such matters as dog shows (field trials), (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 services have been terminated.

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 the privileges of this club for a like period.

Section 2. *Charges.* An individual member may prefer charges against another individual 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 \$75.00, which shall be forfeited if such charges are not sustained by the board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the board or present them at a board meeting, and the board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club or breed. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date for a hearing by the board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges and the specifications to the accused member by registered 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 shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the 11 suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting which considers the board's recommendation. Immediately after the board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the board's decision and penalty, if any.

Section 4. *Expulsion.* Expulsion of a member from the club may be accomplished only at the annual meeting of the club following a hearing and upon the recommendation of the board or board 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 finding and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret 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 bylaws or standard for the breed may be proposed by the board of directors or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the board of directors and must be submitted to the members with recommendations of the board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Section 2. The constitution and bylaws may be amended at any time or the standard for the breed in accordance with AKC Rules and Regulations 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 3D 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 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 affect any such amendment.

(Section 3. No amendment to the constitution bylaws 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 2/3 of the members in good standing. 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 IX

Order of Business

Section 1. At meetings of the club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

Section 2. At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer

- Reports of committees
- Unfinished business
- Election of new members
- 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.