

The Pekingese Club of America Constitution and Bylaws

Constitution

Article I Name and Objects

SECTION 1: The name of the Club shall be The Pekingese Club of America.

SECTION 2: The objects of the Club shall be:

To encourage and promote quality in the breeding of pure-bred Pekingese and to do all possible to bring their natural qualities to perfection;

To encourage the organization of independent local Pekingese Specialty Clubs in those localities where there are sufficient fanciers of the breed (to meet the requirements of The American Kennel Club);

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 Pekingese shall be judged;

To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows;

To conduct specialty shows under the rules 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.

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.

The Pekingese Club of America Bylaws

[Last amended and approved by the American Kennel Club November 2005]

Article I Membership

SECTION 1. Eligibility: There shall be three types of membership.

- (a) **Active membership** is open to all persons who are in good standing with The American Kennel Club, who subscribe to the purposes of this Club and who wish to be fully involved members of the Club.
- (b) **Associate membership** is open to all persons who are in good standing with The American Kennel Club, who subscribe to the purposes of this Club and who, while wishing to have up-to-date information on the breed, are either not well known to our membership, unable to be actively participating members or who choose not to be actively participating members. It shall be noted that *Associate Members* may not vote or hold office in the Club, may not win medals or trophies which are offered at the Club's specialties and are limited to *Active Club Members*, may not receive Register of Merit awards which are also limited to *Active Club Members* and are not entitled to a complimentary copy of the Club Year Book (they may, however, purchase a Year Book for a reasonable amount as determined by the Board). *Associate Members* may not advertise their membership in the Club for the purposes of selling or handling dogs. *Associate Members* may attend members' meetings and will receive the Club Bulletin.
- (c) **Honorary Membership.** Any Board Member may nominate for Honorary Membership any *Active Member* who has a long record of service to the breed and/or Club. Not more than three (3) Honorary Memberships shall be conferred in any calendar year and there shall be no more than a total of twenty-five (25) Honorary Members in the Club at any given time. An Honorary Member has all of the rights and responsibilities of an Active Member with one exception: Honorary Members do not pay dues.

SECTION 2. Dues: Membership dues shall be determined by the Board of Directors payable on or before the first (1st) day of January of each year.

SECTION 3 Application For Membership:

- (a) **Active Membership:** Each applicant shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Club Constitution, By-Laws and Code of Ethics in addition to the rules of The American Kennel Club. The application form shall be accompanied by a non-refundable application fee (the amount of which is determined annually by the Board) and it shall state the name, address and occupation of the applicant. Additionally, it shall carry the endorsement of two Club members in good standing. Each of the two Club members who are sponsoring the applicant must have been a Club member for at least one year prior to sponsorship and must have known the applicant for at least one year prior to sponsorship. Two persons from the same household may not sponsor the same applicant. In the case of an applicant living outside the continental United States (with the exception of Canada), two members of the same household may sponsor an applicant for membership with Board approval. No member may sponsor more than two (2) active_members in a single year unless at least one (1) Board member agrees to endorse the additional sponsorship(s). Any member sponsoring more than two (2) applicants in one year must write a letter concerning their knowledge of said applicant(s). *Active Membership* applicants may, if they so desire, accompany their application form with a letter describing their experience with Pekingese and their reasons for wishing to become a member.
- (b) **Associate Membership:** Each applicant shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Club Constitution, By-Laws and Code of Ethics in addition to the rules of The American Kennel Club. The application form shall be accompanied by a non-refundable application fee (the amount of which is determined annually by the Board) and it shall state the name, address and occupation of the applicant. Additionally, the application shall be witnessed either by a PCA member who has been a member in good standing for at least one (1) year **or** by a notary public. An *Associate* member may, after a period of at least one (1) year, elect to upgrade his/her status to *Active Membership*. In order to accomplish this, he/she must follow exactly the same procedure as outlined above in Section 3(a) for active membership, with the exception that the application form must be accompanied by a check for annual dues at the *Active Membership* rate rather than by a second non-refundable application fee.

SECTION 4. Election To Membership:

- (a) **Active and Associate membership:** Applicants for both **Active** and **Associate Membership** may be elected at any meeting of the Board of Directors or by written vote of the Directors by mail after their names and addresses have appeared in an issue of the Bulletin which has been sent to all members. Affirmative votes of two-thirds (2/3) of the Directors present at a meeting of the Board or two-thirds of the entire Board (when voting by email, fax or traditional mail) shall be required to elect an applicant. Any one Board member may request a secret ballot for voting on a particular applicant by notifying the Club Secretary. Secret ballots will then be sent to all Board members or if the timing permits, the voting at the Board meeting on that applicant will be by secret ballot. An applicant who 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 members may elect such applicant by a favorable vote of seventy-five percent (75%) of the members present.
- (b) **Honorary Membership:** Following nomination, the Board may, with affirmative votes from at least two-thirds (2/3) of the Directors present at a meeting of the Board or at least two-thirds of the entire Board (when voting by email, fax or traditional mail) confer **Honorary Membership** upon the nominated Club member.

SECTION 5. Termination of Membership: Memberships may be terminated:

- (a) **By resignation.** Any member in good standing may resign from the Club upon written notice to the Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- (b) **By lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first (1st) day of the fiscal year. In no case may a person whose dues are unpaid at the time of a specific meeting be entitled to vote.
- (c) **By expulsion.** A membership may be terminated by expulsion as provided in Article VI of these by-laws.

Article II Meetings

SECTION 1. Annual Meeting and General Membership Business Meeting: The annual meeting of the Club shall be held in conjunction with the Club's New York Specialty Show. There shall be a second regular business meeting of the general membership held every year on the weekend of the Rotating National Specialty. Both meetings shall be held on the show weekend. The place and time of the meetings shall be designated by the Board of Directors. The notice of the meeting shall be published (1) in a Club Bulletin issued no less than thirty days before such meeting, and (2) on the Club website not later than the date of the mailing of such Club Bulletin. The quorum for both meetings shall be ten percent (10%) of the members in good standing.

SECTION 2. Special Club Meetings: Special Club Meetings may be called by the President or by a majority vote of the members of the Board 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 place, date and hour as is designated by a majority of the Board of Directors. Written notice of such meetings shall be mailed by the Secretary at least fourteen (14) days and not more than thirty (30) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other business may be transacted. The quorum of such a meeting shall be 10 percent (10%) of the members in good standing.

SECTION 3. Board Meetings: The first meeting of the Board shall be held immediately prior to the Annual Meeting. 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 other meeting shall be mailed by the Secretary to each member of the Board at least thirty (30) 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 mail.

SECTION 4. Board Action without a Meeting:

(a) As permitted by New York Not-for-Profit Corporation Law Section 708 (b), any action required or permitted to be taken by the Board may be taken without a meeting if, by procedure coordinated by the Secretary, all members of the Board consent in writing, submitted by fax, traditional mail, or email, to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

(b) Pursuant to the provisions of New York Not-for-Profit Corporation Law Section 708 (c), by procedure coordinated by the Secretary, a quorum of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Article III Directors and Officers

SECTION 1. Board of Directors: The Board shall be comprised of sixteen (16) members, all of whom are in good standing. They shall be elected for four-year terms as provided in Article IV, and shall serve until their successors are elected. Board Members must not miss two consecutive regular Board meetings (the Annual Meeting and the National Roving Specialty Meeting). Those who do will be replaced unless the Secretary receives a letter of explanation within ten business days after the second missed meeting which is acceptable to the Board. Failure to comply with this policy and failure to have Board acceptance of the explanation will result in that Board Member's replacement. From this Board of Directors, the Board shall elect the President; the First, Second and Third Vice-Presidents; Secretary and Treasurer to one year terms. The Board shall also elect a Delegate to the American Kennel Club who may but need not be a Director or Officer of the Club. 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-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.

- (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) The First 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 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 the 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. The Secretary shall be the only officer to receive any compensation for services and that amount, if any, shall be fixed by the Board of Directors.

- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. He/she shall deposit these moneys in a bank, which is 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, at every meeting, to them the condition of the Club's finances. 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.
- (e) The offices of Secretary and Treasurer may be held by the same person.

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 those voting, but not less than five (5) votes of all the then members of the Board; except that a vacancy in the office of President shall be filled automatically by the First Vice-President and the resulting vacancy of the office of First Vice-President shall be filled by the Board.

Article IV

The Club Year, Voting, Nominations, Elections

SECTION 1. Club Year: The Club's fiscal year shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December. The Club's official year shall begin immediately at the conclusion of the election of officers and shall continue through the next annual election. The elected officers and directors shall take office immediately upon the conclusion of the election (or of the Annual Meeting) and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within thirty (30) days after the election.

SECTION 2. Voting: At the Annual Meeting, the regular general membership business 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. The annual election of the Board of Directors, judges selection for the Club's Specialty Shows, selection of a firm of Certified Public Accountants to count mail ballots, removal of directors by petition and amendments to the Constitution and by-laws and the standard for the breed shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit, and on

petition of twenty percent (20%) of the members shall submit, any specific questions for decision of the members by written secret ballot cast by mail.

SECTION 3. Mail Balloting:

- (a) Ballots for the annual election for members of the Board of Directors must be received by December 20th. The persons receiving the largest number of votes 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.**
- (b) All membership votes taken by written ballots submitted by mail shall be secret and sent in blank form by, returned to, counted and verified by an independent, disinterested Certified Public Accountant "CPA" (which term shall include a CPA firm) chosen by the members in the following manner:
 - (i) During the annual directors' election, the Board and any twenty percent (20%) of the members by petition may nominate to the members an independent CPA to serve under this provision. Such nominations shall be forwarded to the members for secret mail balloting in the same manner as provided for in these Bylaws for the election of directors. The petitioners and the Board shall include a certified statement approved by them and the nominee CPA summarizing their relationship, if any, to any Club member, proposed terms, fees and conditions of retention. The CPA receiving the highest number of votes shall be selected. The CPA selected in such manner shall serve until the results of the next vote for selection of a CPA are announced by the Secretary, unless such CPA resigns or is terminated by secret mail ballot of the membership on petition by twenty percent (20%) of the membership. If the CPA resigns or is terminated by the membership, the Board shall choose a CPA to serve until the results of the next annual election are announced by the Secretary. Secret mail ballots on the selection of a CPA and on the termination of a CPA shall be sent by,

returned to, counted, and verified by a CPA jointly chosen by the petitioners, if any, and the Board.

- (ii) The CPA shall mail the ballots to the membership from a current list provided by the Secretary. Unless otherwise provided for in these Bylaws, the ballots shall include a statement indicating the date of mailing and the due date for return of the ballots to the CPA. The CPA will then verify, tabulate, report and return the results to the Secretary. The Secretary shall report the results to the membership immediately and store the returned ballots until the next general business meeting.

SECTION 4. Nominations and Ballots: No person may be a candidate for the Board of Directors or 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 before September first (1st). The Committee shall consist of three (3) members from different areas of the U.S.A. and two (2) alternates, all members in good standing, no more than two (2) of whom may be members of the current Board of Directors. The Board shall name a Chairperson for the Committee. The Nominating Committee may conduct its business by mail, fax or telephone. If not by mail, then fax or telephone business must also be confirmed by mail within one week.

- (a) The Nominating Committee shall nominate from among the eligible members of the Club four candidates for the Board of Directors and shall procure the acceptance of each nominee so chosen. Club policy dictates that the following members are ineligible to be candidates for the Board of Directors:

- (1) Those members who do not meet the 1999 occupational eligibility requirements to become AKC licensed judges. Said requirements are published by AKC in the Rules Applying to Dog Shows, Chapter 7, Section 1 (note: this Section was modified by the AKC, effective as of October, 2000. The following reflects this AKC revision), and read as follows:
Any reputable person who is in good standing with The American Kennel Club may apply for approval to judge any AKC recognized breed or breeds of pure-bred dogs, which in his or her opinion her or she is qualified by training and experience to pass upon, with the following exceptions:

- Persons connected with any publication in the capacity of solicitor for kennel advertisements
- Persons connected with dog food, dog remedy or kennel supply companies in the capacity of solicitor or salesman
- Persons who buy, sell and in any way trade in or traffic in dogs as a means of livelihood in whole or in part
- Professional show superintendents and their employees
- Persons who show dogs for others
- No judge shall be granted a license to be an annual superintendent
- No judge shall be eligible to judge any assignment at a licensed or member show if he or she resides in the same household with any person who does not meet the occupational eligibility requirements to judge as described in this section

(2) Those members who by reason of health conditions are unable to attend meetings and complete assignments.

- (b) The Committee shall consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The Committee shall then submit its slate of candidates to the Secretary who will obtain approval of the slate from the Board of Directors. Should there be an objection by a current Board Member to one or more of the candidates submitted by the Nominating Committee, the Secretary shall by mail or fax poll the Board by requesting a written "yes" or "no" vote on the nominee(s) in question. Since this is a vote on a single individual, the vote must be by secret ballot. If, and only if, a majority of the board has voted "no" to placing the nominee(s) in question on the slate of candidates, the Nominating Committee shall be instructed to select another eligible candidate.
- (c) When the slate has been approved by the Board, the Secretary shall mail the list, including the full name and address of each candidate to each member of the Club via the October Bulletin, but in no case later than by a mailing on or prior to October seventh (7th), so that additional nominations may be made by the members as described below in (d) if they so desire.
- (d) Additional nominations of eligible members may be made by written petition addressed to the Secretary and

received at his/her regular address on or before November fifteenth (15th), signed by thirty (30) members and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. The same stipulations as to eligibility mentioned in a. will apply to additional nominees.

- (e) If no valid additional nominations are received by the Secretary on or before November fifteenth (15th), but not less than six (6) weeks from the date that the October Bulletin was mailed, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting and no balloting will be required.
- (f) If one or more valid additional nominations are received by the Secretary on or before November fifteenth (15th), the Secretary shall on or before November twentieth (20th) mail to each member in good standing a ballot listing all of the nominees in alphabetical order with the names of the states in which they reside and a 100-150 word breed club summary/list of goals from each nominee who submitted such a biography, together with a blank envelope and a return envelope addressed to those tabulating the votes 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 return envelope above described. Those tabulating the votes shall check the returns against the valid membership list provided by the Treasurer 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 Secretary shall notify those who are elected and the other Board members. The members will be notified either in the January Bulletin or at the Annual Meeting.
- (g) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

Article V Committees

SECTION 1. The President may each year appoint committees, which should be subject to Board approval, 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 that person whose service has been terminated.

Article VI Discipline

SECTION 1. American Kennel Club Suspension: Any member who is suspended from the 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 specification must be filed in duplicate with the Secretary together with a deposit determined by the Board of Directors which shall be forfeited if such charges are not sustained by the Board or 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 (3) members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one 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 or her own defense and bring witnesses if he/she 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 the Board or Committee has heard 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 (6) months from the date of the hearing or until the next Annual Meeting if that will occur after six (6) months. If the Board or Committee deems that punishment to be insufficient, it may also recommend to the membership that the penalty be expulsion. In such a 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. 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 PCA may be accomplished only by a two-thirds (2/3) affirmative vote of the voting membership, voting by secret ballot cast by mail. This ballot can take place only after the defendant has had a chance to appear before fellow members at the ensuing membership meeting, which considers the recommendations of the Board or Committee as provided in SECTION 3 of this Article. The procedure shall be as follows: The President or Chairperson shall read the charges, the findings and recommendations and shall invite the defendant, if present, to speak in his/her own behalf. The minutes of this meeting shall be published in the next Club bulletin. If the recommendation of the Board or Committee were expulsion, the Secretary shall mail within ten (10) days of the mailing of the bulletin, a secret ballot to the general membership. The ballot must specifically reference the pages of the Bulletin in which the charges and findings and recommendations are located. The defendant must also be given the opportunity to include a statement with the ballot, but the statement cannot introduce any new evidence. If the defendant does not want a statement included or fails to respond, the ballot should advise: The defendant was given the opportunity to present a statement but did not respond /or advise that he/she would not submit one. An independent CPA that has been chosen in accordance with the Club's By-Laws, must receive the returned ballots within forty-five (45) days of the mailing date. A two-thirds (2/3) affirmative vote of the ballots received is 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 (20%) 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 recommendation of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and by-laws or 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 he/she may indicate choice for or against the action to be taken. Notice with these ballots shall specify a date not less than thirty (30) days after the date of the mailing by which date the ballots must be returned to be counted by the Secretary or other vote teller specified by the Board of Directors. The favorable vote of two-thirds (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 as is required by their by-laws.

Article VIII Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than two-thirds (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 or any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club. 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 (may be done by sign-in sheet)
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Confirmation of election of Officers and Directors (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 by-laws and any other special rules of order the Club may adopt.