

# **CALIFORNIA CENTRAL VALLEY MALTESE CLUB, INC.**

## **CONSTITUTION AND BY-LAWS**

(REVISED JANUARY 21, 1995)

### **CONSTITUTION**

#### **ARTICLE I**

##### **Name and Objects**

SECTION 1. The name of the Club shall be **CALIFORNIA CENTRAL VALLEY MALTESE CLUB, INCORPORATED.**

SECTION 2. The objects of the Club shall be:

- (a) to encourage and promote the quality breeding of pure-bred MALTESE and to do all possible to bring their natural qualities to perfection;
- (b) 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 MALTESE shall be judged;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and obedience trials;
- (d) to conduct sanctioned and licensed specialty shows and obedience trials 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 by-laws as may be required to carry out these objects.

### **BY - LAWS**

ARTICLE I  
Membership

SECTION 1. Eligibility. There shall be one type of membership open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in the California Central Valley.

SECTION 2. Dues. Membership dues shall not exceed \$15.00 per year for a couple or \$10.00 per year for an individual, payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of October, the Treasurer shall send to each member a statement of his dues for the ensuing year.

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 By-Laws and the rules of the American Kennel Club. The application shall state the name, address, and phone number of the applicant with a Maltese resume and 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 Membership Chairperson and each application is to be read at two consecutive meetings of the Club following its receipt. At the second Club meeting, the application will be voted upon by secret written ballot and affirmative votes of 2/3 of the members present and voting at that meeting shall be required to elect the applicant. Prior to the submission of the application and check, the prospective member must attend two general meetings within the current year. After election to membership, applications will be given to the Secretary for filing with Club records.

Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

SECTION 4. 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 Recording 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 the fiscal year.

(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; the Board may grant an additional 30 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 membership may be terminated by expulsion as provided in Article VI of these By-Laws.

ARTICLE II

## Meetings and Voting

SECTION 1. Club Meetings. Meetings of the Club shall be held bi-monthly (1-3-5-7-9-11), within the greater Lodi area, at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Recording Secretary at least 10 days prior to the date of the meeting. A quorum for such meetings shall be 20% 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 and voting at a regular or special meeting of the Board, and shall be called by the Recording Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held at such hour, date and place as may be designated by the person or persons authorized herein to call such meetings within the greater Lodi area. Written notice of such a meeting shall be mailed by the Recording Secretary to all members at least 5 days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held one hour prior to the regular meeting, at such hour and place as may be designated by the Board, within the greater Lodi area. Written notice of each such meeting shall be mailed by the Recording Secretary at least 5 days prior to the date of meeting. The quorum for such a meeting shall be a majority of the Board. All general members may attend but may not have any in-put unless called for by a Board Member.

SECTION 4. Special Board Meetings. Special meetings of the Board may be requested by the President, or upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held at such place, date, and hour as may be designated by the person authorized herein to call such meeting, within the greater Lodi area. Written notice of such meeting shall be mailed by the Recording Secretary at least 5 days and not more than 10 days prior to the date of the meeting, or telegraphic notice shall be filed at least 3 days and not more than 5 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III  
Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and four other persons, all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article IV 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, Recording Secretary, Corresponding Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings. Each election shall be for a one-year term of office.

(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 Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence, resignation or incapacity. The Vice President will also function as Membership Chairperson.

(c) The Recording 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, and shall send out minutes and notify members of meetings.

The Corresponding Secretary shall have charge of correspondence. All other secretarial duties will be handled by the Recording Secretary.

(d) The Treasurer shall collect and receive all monies due or belonging to the Club. He shall deposit the same in a timely manner in a bank designated by the Board, in the name of the Club. His books shall at all times be open to inspection of the Board and he 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 he shall rend an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine, the cost of which shall be borne by the Club. The Treasurer shall submit books for audit prior to the next election.

(e) The offices of Recording and Corresponding Secretaries may be held by the same person, in which case the Board shall be comprised of the officers and five other persons.

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 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. Any member resigning an office during the scheduled term shall not run for that or any other office on the following election unless authorized by the Board due to special circumstances.

ARTICLE IV

## The Club Year, Annual Meeting, 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.

SECTION 2. Annual Meeting. The annual meeting shall be held in the month of May at which Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately on the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office at this time. If offices are unopposed, the Recording Secretary shall cast a unanimous ballot.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The four nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of November, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom shall be a member of the Board, unless extenuating circumstances exist. The Recording Secretary shall immediately notify the committee-men and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his duty to call a committee meeting which shall be held on or before February 1st.

(a) The Committee shall nominate one candidate for each office, and 4 candidates for the 4 other positions on the Board, and, after securing the written consent of each person so nominated, shall immediately report their nominations to the Recording Secretary in writing.

(b) Upon receipt of the Nominating Committees report, the Recording Secretary shall, before February 15th, notify each member in writing, of the candidates so nominated.

(c) Additional nominations may be made at the March meeting by any member in good standing provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Recording Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may 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 from the Nominating Committee.

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

## ARTICLE V Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, 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 privileges of the American Kennel Club automatically shall be suspended from the privileges of the Club for a like period.

SECTION 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with a deposit of \$50.00 which shall be forfeited if such charges are not sustained by the Board 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 interests of the Club or the breed. If the Board considers that the charges do not constitute conduct which would be prejudicial to the best interests of the Club or 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 not less than 3 weeks nor more than 6 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 his own defense and bring witnesses if he wishes. The accused and the accuser shall not be entitled to a vote at the hearing pertaining to such charges.

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 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 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 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 Board's decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, although no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and

shall invite the defendant, if present, to speak in his own behalf if he wishes. The members present shall then vote by secret, written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

## ARTICLE VII Amendments

SECTION 1. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by 20% of the membership in good standing. 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 Recording Secretary for a vote within 3 months of the date when the petition was received by the Recording Secretary.

SECTION 2. The Constitution and By-Laws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

## ARTICLE VIII Dissolution

SECTION 1. Dissolution. The Club may be dissolved at any time by the written consent of not less than 2/3 of the entire membership. In the event of the dissolution of the Club, other than for re-organization purposes, 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, it's 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 the 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 President  
Report of Recording Secretary  
Report of Corresponding 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 Recording Secretary  
Report of Corresponding Secretary  
Report of Treasurer  
Reports of Committees  
Unfinished business  
New business  
Adjournment

ARTICLE X

SECTION 1. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any other special rules of order the Club may adopt.