

**SCOTTISH TERRIER CLUB
OF
GREATER NEW YORK
CONSTITUTION, BY-LAWS & CONTINUING RESOLUTIONS**

April 4, 1975
(As Amended November 1985)
(As Amended November 2001)
(As Amended February 18, 2007)

CONSTITUTION

ARTICLE I
NAME AND OBJECTS

SECTION 1. The name of the Club shall be "The Scottish Terrier Club of Greater New York".

SECTION 2. The objects of the Club shall be:

- (a) to encourage and promote the breeding of quality pure-bred Scottish Terriers, to educate members and the public concerning the Scottish Terrier breed, temperament, and conformation, 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 Scottish Terriers shall be judged;
- (c) to do all in our power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog clubs;
- (d) to provide assistance to stray or otherwise homeless Scottish Terriers through a formal Rescue Program, sanctioned by the Club, which provides veterinary care, behavioral and temperament testing, and locating responsible persons to adopt and make a lasting commitment to each Rescued dog's care;
- (e) To conduct sanctioned and licensed specialty show 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 and Continuing Resolutions as may be required to carry out these objects.

BY-LAWS

ARTICLE I
MEMBERSHIP

SECTION 1. Eligibility -

- (a) 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 Greater New York area.
- (b) General Membership: General Membership shall be open to all adults (eighteen years of age or older), who subscribe to the purpose of this Club and are in good standing with the Scottish Terrier Club of America and the American Kennel Club. Each member shall have one vote.
- (c) Honorary Membership: Honorary Membership may be granted by the Board of Directors to any individual club member or former club member who has contributed to the betterment of the Scottish Terrier breed, and for special circumstances as deemed appropriate to the board. All dues will be waived for Honorary members. Honorary members may not vote or hold Club office.

SECTION 2. Dues - Membership dues for General Membership shall be an amount recommended by the Board of Directors and approved by 2/3 of the voting membership in attendance at the regular meeting. Members must be given advance notice if any proposed change in dues and be advised of the meeting date when the proposed change will be voted upon. No member may vote whose dues are not paid for the current year. During the month of January, the Treasurer shall send to each member a statement of his dues for the ensuing year. In those cases where a new member on or after October 1, membership dues shall be

one half (1/2) the yearly rate for the remainder of the year. Regular dues shall apply for subsequent years. Dues shall be payable on or before the first day of April each 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 the Constitution and By-laws, the Code of Ethics and the rules of the Scottish Terrier Club of Greater New York. The applicant shall state the name, address and occupation of the applicant and it shall carry the endorsement of two voting members in good standing who do not reside in the same household and are not related to the applicant. Accompanying the application, the prospective member shall submit the dues payable for the current year.

(b) All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Board following receipt of the application. The Board shall recommend to the general membership either acceptance or rejection of the application. At the second club meeting that the applicant attends, the application will be read and voted upon and affirmative votes of $\frac{3}{4}$ of the members present and voting at that meeting shall be required to elect the applicant.

(c) Applicants for membership who have been rejected by the club may not re-apply within six months after such rejection. Membership dues submitted shall be returned to the rejected applicant.

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 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 members dues remain unpaid 90 days after the first day of each fiscal year; however, the Board may grant an additional 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.

(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. At least half of the meetings of the Club shall be held in or within 50 miles of the City of New Brunswick, NJ, at least once each quarter, at such hour and place as may be designated by the Board of Directors. Written notice of such meetings shall be mailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 10% of the members in good standing.

SECTION 2. Special club meetings. Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in or within 50 miles of the City of New Brunswick at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least 5 days, 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 10% of the members in good standing.

SECTION 3. Board meetings. Meetings of the Board of Directors shall be held preceding each regular meeting, at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. Special Board meetings. Special meetings of the Board may be called by the President, and shall be called by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such meetings shall be held at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed or e-mailed by the Secretary at least 5 days, not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting, and no other business may 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
OFFICERS AND DIRECTORS

SECTION 1. Board of Directors. The Board shall be comprised of the President, Vice President, Secretary, Treasurer, and five (5) other persons, all of whom shall be members in good standing. The Immediate Past President shall be a member of the Board of Directors. The term of office for Officers shall be one (1) year, and the term of office for the five Board members shall be one year. All Board members 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.

- (a) The President shall preside at all meetings and at 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 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. He shall 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, and keep a roll of the members of the Club with their addresses, and carry out such other duties as a prescribed in these by-laws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. He/She shall deposit the same in a bank approved by the Board in the name of the Club, with checks requiring two signatures, one of the Treasurer and one of the President. He/She shall be responsible for prompt payment of all such debts as are approved by the Board of Directors. His/Her books shall at all times be open to inspection of the Board and he/she shall submit a written accounting to the Board at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he shall render a written account of all moneys received and expended during the previous fiscal year. The Treasurer shall have his/her books duly audited by an "in house" auditing committee consisting of qualified members appointed by the Board during the month of December. The results of the "in house" audit will be presented at the Annual Meeting. The Treasurer shall be bonded in such an amount as the Board or Directors shall determine.

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 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.

ARTICLE IV
THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1. Club year. The Club's fiscal year shall begin on the 1st day of April and end on the 31st day of March. 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 April 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 upon 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 within 30 days after the election.

SECTION 3. Elections.

- (a) Where there are no additional nominations, the Secretary shall cast one vote for the entire slate at the annual meeting, thus declaring the slate elected.
- (b) The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The 4 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 January, the Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the committee and alternates of their

selection. The Board shall name a Chairman for the Committee and it shall be his/her duty to call a committee meeting. The Committee may conduct its business by any method they agree upon.

(a) The committee shall nominate one candidate for each office, and 5 candidates for the 5 other positions on the board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing. Unless he/she declines, the Immediate Past President shall be nominated to the Board.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall before the second meeting of the calendar year, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the second meeting of the new year, by any member in attendance providing the person(s) so nominated does not decline when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. Any eligible member present and in good standing may nominate himself. 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 of 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, 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. Positions and committee appointments are automatically terminated by the President prior to elections at the Annual Meeting. Any committee or appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee(s), 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 the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

SECTION 2. The Scottish Terrier Club of America: Any member who is suspended from the privileges of the Scottish Terrier Club of America automatically shall be suspended from the Scottish Terrier Club of Greater New York for a like period.

SECTION 3. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of ten dollars (\$10.00) which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly see that each member of the Board receives a copy of the charges. 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 breed. If the Board considers that the charges do not allege conduct which would be prejudicial to 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 of the Board not less than three (3) weeks or more than six (6) weeks thereafter. The Secretary shall promptly send a 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.

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 cases, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties and the Scottish Terrier club of America 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, though 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 on his own behalf if he wishes. The meeting 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. The Secretary in turn shall notify each of the parties and the Scottish Terrier Club of America of the results of the vote.

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 Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the 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 the purpose, provided the proposed amendment 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 members. In the event of the dissolution of the Club, whether voluntary or involuntary or by the 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 disposed of in a manner that benefits the educational, health or rescue efforts of the STCA or one or all of the Regional Clubs, as deemed appropriate and by vote of 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 Secretary
- Report of the Treasurer
- Reports of Committees
- Election of Officers and Board (at annual meetings)
- Unfinished business
- New Business
- Adjournment

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

- Minutes of the last meeting
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Unfinished business
- New Business
- Adjournment

CONTINUING RESOLUTIONS OF THE SCOTTISH TERRIER CLUB
OF
GREATER NEW YORK

ARTICLE I, DUTIES OF OFFICERS

SECTION 1. Board of Directors

- (a) It is the policy of the STC of Greater New York to have the Immediate Past President sit on the Board as the 5th Board member.
- (b) It is the policy of the STC of Greater New York that members residing in the same household do not serve on the Board of Directors together.

SECTION 2, (a) Vice President

It is the policy of the STC of Greater New York to have the Vice President serve as Show Chairman of the Club's Specialty Show.

SECTION 2, (c) Secretary

It is the policy of the STC of Greater New York to have the Secretary mail a copy of the minutes from the previous Board meeting to the members of the Board within 10 days of said meeting.

ARTICLE II, RESCUE

SECTION 1: STCGNY RESCUE PROGRAM

- A. It shall be the policy of the STC of Greater New York to establish and maintain a Rescue Program as an ongoing function of the Club, which shall be known as the "Scottish Terrier Club of Greater New York, Inc. – Rescue"
- B. The Rescue Program will operate under the following guidelines:
 - 1. The "Scottish Terrier Club of Greater New York Rescue Policies and Operating Procedures"
 - 2. The Treasurer of the Scottish Terrier Club of Greater New York shall be the Treasurer of the STCGNY Rescue Program, in accordance with the statement of Rescue Policies and Operating Procedures.
 - 3. Any rules, regulations or guidelines promulgated by the Scottish Terrier Club of America - Rescue