



# Russian Toy Club of America

## Constitution and Bylaws

Revision Date: January 27, 2025

## 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 all events held under AKC rules and regulations.
5. To conduct sanctioned matches, specialty shows, trials 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 or 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.

**Section 5.** These Bylaw are subject to and governed by the State of Texas Not-For-Profit Corporation Laws and the Articles of Incorporation of the Russian Toy Club of America. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Texas State Not-For-Profit Corporation Laws, the Texas State Not-For-Profit Corporation Act will be controlling.”

# Bylaws

## Article I

### Membership

**Section 1. ELIGIBILITY.** There shall be eight types of membership offered to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

There shall be five types of membership offered to those who are interested in joining the Russian Toy Club of America by submitting a Membership Application:

(a) Individual Membership

- United States resident
- 18 years of age and older
- Full voting privileges
- Counted towards quorum
- May hold office
- Entitled to all club benefits

(b) Household Membership

- Two persons
- United States residents
- 18 years of age and older
- Reside in the same household
- Both members entitled to voting privileges
- Both members may hold office

(c) Foreign Membership

- Not a United States resident (or its territories and possessions)
- 18 years of age and older
- Not entitled to vote or hold office or be counted towards a quorum
- Dues less than the dues for an Individual membership

(d) Associate Membership

- United States resident
- 18 years of age and older
- Not entitled to vote or hold office or be counted towards a quorum
- Dues less than the dues for an Individual membership

(e) Junior Membership

- Between 9 and 17 years of age
- Not entitled to vote
- May not hold office
- Not counted towards a quorum
- May convert to the appropriate membership upon reaching his/her 18th birthday
- Eligible for committees involving Juniors
- No dues

There shall be three types of membership conferred on an RTCA member or Individual by way of nomination, (see below) in recognition of his/her lifetime contributions to the club. Nominees may be submitted by a member or

members by a petition signed by 10% of the membership of the RTCA in good standing. Nominees may be approved by the Board of Directors or by a vote of 2/3 of the members at an Annual Meeting.

**(b) Honorary Membership**

- Any individual who has made significant contributions to the Sport, Club or the Russian Toy breed
- Not entitled to vote
- May not hold office
- Not counted towards a quorum
- No dues
- May maintain an Individual or Household membership if dues are paid

**(c) Lifetime Membership**

- Must be a long-standing member of greater than 20 years
- Full voting privileges
- Counted towards quorum
- May hold office
- No dues

**(d) Outreach Membership**

- Individuals new to the Sport of Dogs, interested in advancing their knowledge of dogs, the AKC, and the Sport of Dogs
- 18 years of age and older
- Not entitled to vote or hold office or be counted towards a quorum
- No dues

**Section 2. DUES.**

- (a) Membership dues shall not exceed sixty dollars (\$60.00) per year.
- (b) Annual dues shall be reviewed annually with the amount to be set by action of the Board before the mailing of dues notices.
- (c) Members shall pay annual dues on or before the first (1st) day of June of each year.
- (d) No Regular members may vote whose dues are not paid.
- (e) During April, the Treasurer shall send to each member a statement of dues for the following year.
- (f) Members admitted on or after the first (1st) day of March of any year shall be exempt from payment of dues for the following year.

**Section 3. ELECTION OF 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 this Constitution, By-laws, the Code of Ethics of this Club, and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members.

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. Affirmative votes of 2/3 of the Directors present at a meeting of the Board or 2/3 of the entire Board voting by email shall be required to elect an applicant.

Applicants for membership who have been rejected by the Club may reapply after 12 months from 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 Corresponding Secretary, but no member may resign when in debt to the club. Obligations other than dues are considered a debt to the club and must be paid in full before resignation.
- (b) *by lapsing.* Membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the club year;
- (c) however, the board may grant an additional up to 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 that meeting.
- (d) *by expulsion.* A membership may be terminated by expulsion as provided in Article VI of these bylaws.

**Section 5. EMAIL TRANSMISSION.**

- (a) Applicants and renewing members may authorize and approve to accept email for notification of Club business. The Club is released from any liability should the notification be received late or not received by the member or Board Members due to circumstances beyond the Club's control. These provisions conform to the AKC All Club Email Notification Policy.
- (b) The Board of Directors may conduct its business by mail, or by the American Kennel Club's (AKC) procedure on Electronic Balloting for AKC Parent Clubs through the Secretary. When conducting its business by mail or by email, the American Kennel Club's (AKC) procedure on Electronic Balloting for AKC Parent Clubs, the Board shall apply the same standards for voting as it does when meeting in person. A quorum when conducting business by mail or by email, per the American Kennel Club's (AKC) procedure on Electronic Balloting for AKC Parent Clubs, shall be a majority of the Board. The RTCA follows the AKC Email Policy for Parent Clubs about the definition of Meetings and doing club business via email.

## **Article II**

### **Meetings**

**Section 1. ANNUAL MEETING.** The Annual Meeting of the Club shall be held in the months of March – June in conjunction with the Club's specialty show, if possible, at a place, date, and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be mailed or emailed by the Corresponding Secretary to each member at least 30 days before the date of the meeting. The quorum for the Annual Meeting shall be ten percent (10%) of the eligible members in good standing of the Club.

**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 Corresponding 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 Corresponding Secretary in any manner prescribed by the laws of the state in which the club is incorporated at least 14 days and not more than 30 days before 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 within 30 days of the election results. 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 of the entire Board. Board Meetings shall be held no less than 6 times per year and can be held in person, via teleconference, or videoconference. Written notice of each such

meeting shall be sent by the Corresponding Secretary to each member of the Board at least seven (7) days before the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board.

**Section 4. MEETINGS.** Meetings are defined as gatherings 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. For business to be conducted by email the following precautions must be in place:

1. Each member shall possess a reliable 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.

## **Article III**

### **Directors and Officers**

**Section 1. BOARD OF DIRECTORS.** The Board shall be comprised of the officers and four 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. TERMS OF OFFICE.** The Board shall be comprised of the President, Vice-President, Treasurer, Recording Secretary, Corresponding Secretary, and four Directors. The Officers and Directors shall be elected for two-year terms. The President, Corresponding Secretary, and two (2) Directors shall be elected for a two-year term in even-numbered years, and the remaining Board Members, Vice- President, Recording Secretary, Treasurer, and two (2) Directors shall be elected for a two-year term in odd-numbered years. All Officers and Directors shall be elected by provisions outlined in Article IV. Each member of the Board shall have an unqualified right of access to the books, records, and files of the Club.

#### **Section 3. DUTIES.**

- (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, or incapacity.
- (c) The Recording Secretary shall keep a record of all meetings of the Club and the Board and all votes taken by mail, and of all matters of record.
- (d) The Corresponding Secretary shall have charge of the correspondence, notify newly elected applicants of their membership and furnish them with a copy of the Club's Constitution, By-Laws, and Standard of the Breed, notify Officers and Directors of their election to office, keep a roll of the members of the Club with their physical addresses and email addresses, and once a year furnish members with a list of the membership upon written request, issue notices of all meetings, and carry out such duties as are prescribed in these By-Laws.
- (e) The Treasurer shall collect and receive all money 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 always 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. At the annual meeting, an accounting shall be rendered of all money received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

- (f) An Ex Officio seat on the Board of Directors may be offered to the immediate past President of the board by invitation of the incoming President. The position shall be held until the election of a new President. The Ex Officio position shall be purely advisory and shall not be able to cast a vote but shall be in all other ways a fully participating board member

**Section 4. 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 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 5. REMOVAL.**

- (a) Any Officer or Board Member may be removed from office for cause at a special meeting of the membership called for that purpose at which not less than twenty (20%) percent of the membership is present and voting. The vote at such a meeting shall be by written secret ballot.
- (b) Any member of the Board who is absent from three consecutive meetings without just cause, as determined by the Board, will be deemed to have vacated the position.
- (c) Any member of the Board who does not perform their duties as prescribed in Section 3 of this Article can be removed by a 2/3 vote of the entire Board of Directors upon notice of dereliction of duties. Dereliction of duties includes but is not limited to not voting or participating in discussion of business, not responding to communication concerning Club business, not responding to correspondence, or failing to fulfill the duties of their office. After written notice, if no improvement has been made within 60 days, the Officer or Board member will be deemed to have vacated the position.

### **Article IV**

#### **The Club Year, Voting, Nominations, Elections**

**Section 1. CLUB YEAR.** The club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club's official year shall begin June 1st and continue through May 31st of the subsequent year. The elected officers and directors shall take office on June 1st, and each retiring officer shall turn over to his/her successor all properties and records relating to that office within 30 days or by June 30th.

**Section 2. VOTING.** At any meeting of the Club, voting shall be limited to those members in good standing who attend the meeting. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for the decision of the members by written ballot cast by mail or email. Members may authorize and approve to accept electronic balloting for voting on Club business in accordance with AKC policy. The Club is released from any liability should the electronic ballot be received late or not received by the member or Board Members due to circumstances beyond the Club's control.

**Section 3. ANNUAL ELECTION.** The vote for the election of officers and directors shall be conducted by secret ballot only when more than one person is nominated for a particular office or when more than four directors are nominated providing the provisions outlined in ARTICLE IV, Section 4, have been executed in proper form. To be valid, ballots must be postmarked by April 15th. The Corresponding Secretary will announce the election results by mail/email on May 15th. An independent professional firm shall count ballots. The person receiving the largest number of votes for each position shall be declared elected. If any nominee 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.

**Section 4. NOMINATIONS AND BALLOTS.** No person may be a candidate 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 no later than November 15th. The Committee shall consist of three members from different areas of the USA, and two alternates, 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 or email.

- (a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and each eligible Director position on the Board of Directors and shall procure the acceptance of each nominee so chosen. The Committee should consider the 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 Recording Secretary who shall mail or email the list, including the full name of each candidate and the name of the State in which he/she resides, to each member of the Club on or before February 1st, 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 Recording Secretary and received at his/her regular address on or before March 1st, signed by ten percent (10%) of the membership 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 Recording Secretary on or before March 1st, the Nominating Committee's slate shall be declared elected on March 2nd and will take office on June 1st, and no balloting will be required.
- (d) If one or more valid additional nominations are received by the Recording Secretary on or before March 1st, he/she shall, on or before March 15th, mail a ballot or send an electronic ballot to each member in good standing, listing all the nominees for each position in alphabetical order, with the names of the States in which they reside. If by mail, it shall include a blank envelope and a return envelope addressed to the designated professional firm marked "Ballot" and bearing the name of the member to whom it was sent. If by electronic ballot, it shall include instructions for returning a printed ballot in a sealed envelope to a designated professional firm. 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 a second envelope addressed to the designated professional firm. The designated professional firm shall check the returns against the list of members whose dues are paid for the current year before 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 Election Results will be sent to the Recording Secretary who will record the results into the Club's records. The Recording Secretary will send the verified election results to the Corresponding Secretary who shall announce the results of the Election by mail or email by May 15th.
- (e) Nominations cannot be made at the annual meeting or in any manner other than as provided above.

## **Article V**

### **Committees**

**Section 1.** The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual awards, membership, and other functions that 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.** Notification of appointment to a standing committee shall be by mail or email from the Corresponding Secretary and acceptance received as soon as practicable following the appointment. Any person failing to accept the appointment or perform the required duties may be terminated by a majority vote

of the Board and a successor appointed by the Board of Directors.

**Section 3.** 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.** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of seventy-five dollars (\$75.00), which shall be forfeited if such charges are not sustained by the Board or Committee following a hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board by Registered Mail 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 that 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 for a hearing by the Board or a Committee of not less than three members of 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/her defense and bring witnesses if he/she 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 the 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 months from the date of the hearing, or until the next annual meeting if that will occur after six months. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its finding shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify by Registered Mail each of the parties of the decision and penalty, if any.

**Section 4. EXPULSION.** Expulsion of a member from the Club may be accomplished only at the annual meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing on his/her behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations and shall invite the defendant, if present, to speak on his/her behalf. The meeting 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 By-laws and the Standard for the Breed may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by twenty (20%) percent of the membership in good standing. Amendments proposed by such petition shall be placed on the agenda and presented to the Board at their next Board Meeting for their consideration and must be submitted



to the members with recommendations of the Board by the Recording Secretary for a vote within three months of the date when the petition was received by the Recording Secretary.

**Section 2.** The Constitution and By-laws, the Standard for the Breed may be amended at any time provided a copy of the proposed amendment(s) has/have been sent by mail or email by the Recording Secretary to each member in good standing accompanied by a ballot on which he may indicate his choice for or against the action to be taken. Dual-envelope procedures described in Article IV, Section 4(d) shall be followed in handling such ballots, to assure secrecy of the vote. The notice shall specify a date not less than 30 days after the date of mailing or emailing by which date the ballots must be returned to the Recording Secretary or professional ballot counting firm 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 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 and 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 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  
Election of new members  
New business  
Recess or Adjournment

**Section 3.** In the absence of any By-law, the rules of order described in the latest edition of “Robert's Rules of Order, Newly Revised” shall apply.

## **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.