

**THE CONSTITUTION AND BY-LAWS
OF THE
SCOTTISH TERRIER CLUB OF AMERICA**

CONSTITUTION

ARTICLE I

Name and Objectives

- Section 1.** The name of the Club shall be the Scottish Terrier Club of America.
- Section 2.** The objectives of the Club shall be:
- (a) to encourage and promote the quality breeding of purebred Scottish Terriers and to do all possible to bring their natural qualities to perfection.
 - (b) to encourage the organization of independent local Scottish Terrier Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club.
 - (c) 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.
 - (d) to do all in its power to protect and advance the interests of the Breed and to encourage sportsmanlike conduct at dog shows.
 - (e) to conduct specialty shows and any other events for which the club is eligible 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

BY-LAWS

ARTICLE I

Membership

- Section 1.** **Eligibility.** There shall be four types of membership, open to all persons who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.
- (a) Individual membership is open to any individual eighteen years or older described above and shall entitle the member to one vote in Club affairs.
 - (b) Family membership is open to any two members eighteen years or older residing at the same address. Each of these members will have one (1) vote in Club affairs. Club publications and mailings will be sent one to the family membership, however, rather than to each as individuals.
 - (c) Junior Membership is open to any individual who is ten to seventeen years of age: Juniors may convert to Regular Membership upon reaching their 18th birthday. Junior members shall not be entitled to vote in Club affairs or eligible to hold office in the Club but shall be eligible for annual trophies and awards offered by or through the Club.
 - (d) Honorary Membership may be given to an individual who has made significant contributions to the sport, breed or the club. Honorary members do not pay dues, nor do they vote, but receive the Bagpiper free of charge.
- Section 2.**
- (a) **Dues.** Membership dues shall be set each year by the Board of Directors at its Annual Meeting in October. There are three (3) categories of membership: Individual Membership, Family Membership, and Junior Membership, payable on January 1st of each year. By November 1st, the Treasurer shall send to each member a statement of dues for the ensuing year.
 - (b) **Initiation Fee.** From and after the effective date hereof, each newly elected member, family membership or

junior member shall pay an initiation fee which shall be submitted with the application for membership and dues as hereinafter provided. The Initiation Fee for the coming year shall be set by the Board of Directors at its Annual Meeting in October.

The initiation fee will be waived for a junior member whose parent/family is already a member of the STCA.

(c) **Conversion to Family Membership.** When any existing member converts from an individual membership to a family membership the dues payment for the current year in which such conversion occurs shall be the family membership less any individual membership dues paid by the existing member for that year provided, however, nothing contained in the subsection shall excuse any newly elected member from paying an initiation fee.

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 this constitution and by-laws and the rules of The American Kennel Club. The application shall be endorsed by two sponsors who are STCA members in good standing, and who shall submit to the Board the Sponsor's Questionnaires. The applicant shall submit the required initiation fees, dues payment for the current year, and signed copy of the STCA Code of Ethics, with the application.

Applicants may be elected by secret ballot at any meeting of the Board of Directors or by secret vote of the Directors by email or First-Class mail. Affirmative votes of 2/3 of the Directors present at a meeting of the Board or of 2/3 of the entire Board voting by First Class mail, shall be required to elect an applicant.

An application which has been rejected by the Board may be submitted to the general membership by the two sponsors for a vote at the next annual Club meeting; provided that written notification signed by both of the two sponsors stating their intent to present the name of the applicant for election at the next annual Club meeting is received by the Recording Secretary no less than forty-five days prior to the date for said next annual Club meeting; and further provided, that at said annual Club meeting one of the two sponsors personally presents the applicants name for election to membership. If the time between the rejection of an application and the annual Club meeting is less than forty-five days, then the sponsors shall be required to wait until the annual Club meeting the following calendar year to present the applicant's name.

The Club membership in good standing and present at said meeting may elect such applicant by secret ballot and a favorable vote of 75% of the members present, in good standing, and voting.

Any person whose application has been rejected by the Board or the Club membership must wait twelve (12) months from the date of rejection by the Board or Club membership, as the case may be, to again apply for membership.

Any person whose application has been rejected three times may not submit another application.

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 January.

(b) By lapsing. A membership will be automatically terminated if such member's dues remain unpaid 30 days after the first day of January. 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

Section 1. Annual Meeting. The annual meeting of the Club shall be held in the month of October and if possible, in conjunction with the Club's Specialty Show, at a place, date, and hour designated by the Board of Directors. A written notice of the Annual Meeting shall be included in the Bagpiper, Issue 2. The quorum of the annual meeting shall be 10% of the members in good standing. In circumstances when the club cannot meet in person, the Annual Meeting may be held by electronic means, consistent with the New Jersey Non-Profit Corporation Act.

- Section 2. Special Club Meetings.** Special Club Meetings may be called by the President or by a majority of the members of the Board who are present at a meeting of the Board or who vote by electronic means and shall be called by the Corresponding Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such meeting shall be held at such place, date, and hour as may be designated by the Board of Directors, and may be held by electronic means, consistent with the New Jersey Non-Profit Corporation Act. Written notice of such meeting shall be emailed or mailed by the Corresponding Secretary at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such a meeting shall be 10% of the members in good standing.
- Section 3. Board Meetings.** The first meeting of the Board shall be held immediately following the annual Club meeting in good standing, and election. 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 Board. Written notice of each such other meeting shall be sent by email or mail by the Corresponding Secretary or President to each member of the Board at least 14 days prior to date of the meeting. The quorum for a Board Meeting shall be a majority of the Board voting in person, or by postal service mail or email.
- Section 4. The Board of Directors** may conduct its business by First Class mail, FAX or other electronic means of communication including email, telephone, video or audio conference call through the Recording Secretary provided it does not conflict with any other provision of these bylaws. Proposed actions may be made by motion at any time, but final debate and official voting on a motion can take place only at a face to face meeting or by live, not recorded, voice as described in section 3 which must be confirmed by the Recording Secretary in official minutes within seven days.

ARTICLE III

Directors and Officers

- Section 1. Board of Directors.** General Management of the club's affairs is entrusted to the Board of Directors. The Board shall be comprised of the President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, American Kennel Club Delegate and eight (8) other persons, all of whom shall be members in good standing who are residents of the United States. The Officers of the Club shall be elected for one-year terms at the Club's annual meeting as provided in Article IV and shall serve for one year or until their successors are elected, except for the American Kennel Club Delegate who shall serve a two-year term. The other members of the Board of Directors shall consist of eight members elected for two-year terms so staggered that four are elected at each annual meeting. The Board shall have full power and authority over the affairs of the Club except as otherwise provided for in the Constitution and By-Laws or state law.
- Section 2. Officers.** The Club's Officers, consisting of the President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, and American Kennel Club Delegate 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 specified in these bylaws.
 - (b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity and shall serve as National Show Chair.
 - (c) The Corresponding Secretary 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 carry out such other duties as are prescribed in these by-laws.
 - (d) The Recording Secretary shall keep a record of all meetings of the Club and of the Board, and of all votes taken by mail, of all matters of which a record shall be ordered by the Club and 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.
 - (e) The Treasurer shall collect and receive all moneys due or belonging to the Club and shall deposit the same in a bank approved by the Board, in the name of the Club. The Treasurer's books shall at all times be open to the inspection of the Board, and the Treasurer shall provide to the Board a monthly statement of the Club's finances. At the annual meeting, the Treasurer shall render a year-to-date account of all monies received and expended.

This annual report shall be published in The Bagpiper Issue #4 and a final year-end report will be published in the first issue of the Bagpiper of the following year. (Amendment approved by The American Kennel Club December 2014.) The Treasurer shall be bonded in such amount as the Board of Directors shall determine. (Amendment approved by The American Kennel Club, October 1996.)

(f) The Delegate to The American Kennel Club shall represent the Scottish Terrier Club of America at The American Kennel Club in all matters which concern the Club at The American Kennel Club, except applications for show dates, judges, etc. which shall properly fall into the province of the Corresponding Secretary. The Delegate shall serve for a two-year term and until the credentials of the successor to the Delegate have been acted upon with approval by the Board of Directors of The American Kennel Club, unless the Delegate has resigned or his appointment has been withdrawn by the Club.

(g) The immediate Past President although not elected, is a non-voting member of the Board, and may serve as such on the Board for a period of one (1) year only at the request of the new President.

(h) Any officer who fails to perform the duties of office which amounts to misconduct in office, or neglect of duty, may be removed from office by a three-fourths vote of the entire Board, voting to remove said officer and to rescind said officer's election, after said officer has been notified by certified mail, from the Recording Secretary, or the Corresponding Secretary if the office of the Recording Secretary is in question, with a Notice of Intent of the Board to vote on the removal of said officer and to rescind said officer's election, setting forth the reasons for this proposed action. The officer shall be given three weeks from the date such Notice of Intent is mailed to respond in writing, to the Secretary, setting forth any reasons why said officer should not be removed, and provide the Secretary with 14 copies of the response. Any response must be received by the Secretary within said three-week period. The Secretary shall furnish each Board member with a copy of the response.

(i) The vote of the Board shall be conducted by secret ballot, at any regular or special Board meeting, or by mailed or emailed ballot.

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; 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. Those members selected by the Board to fill vacancies shall serve only until the next annual election in October at which time their terms will expire, and the Nominating Committee shall select a member to fill the balance of the unexpired term.

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 at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting. The elected officers and directors 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 2. Voting. At the Annual Meeting or at a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of Officers, AKC Delegate, and Directors and amendments to the Constitution and By-Laws and the Standard for the Breed which shall be decided by written ballot cast by First Class mail, or in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs and in compliance with the New Jersey Non-Profit Corporation Act. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by First Class Mail, or in accordance with AKC's procedure for Electronic Balloting for AKC Parent Clubs, by a Board-approved independent organization which specializes in electronic balloting.

Section 3. Annual Election. The annual election of Officers and Directors and Delegate to The American Kennel Club shall be conducted by secret ballot, by First Class Mail or by electronic means. E-balloting shall be allowed for elections where the Board of Directors authorizes it, and only to Members who have provided written consent, and shall be conducted by a Board-approved organization which specializes in electronic balloting and is in compliance with the New Jersey Non-Profit Corporation Act. If no nominations are received by the Recording Secretary, as provided in Section 4, paragraph (b) of this Article, no ballot will be necessary. In this case, the slate presented by the Nominating Committee will, at the annual meeting of the Club, be declared, by the Recording Secretary, elected. If additional nominations have been made, as provided in Section 4, paragraph (b)

of this Article, ballots, to be valid, must be mailed First Class and received at the offices of an independent auditing firm designated by the Board of Directors, whose address shall accompany the ballot not later than 30 days prior to the annual meeting. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the meeting, resigns the position elected to for any reason, the vacancy so created shall be filled by the new Board of Directors in the manner provided in Article III, Section 3.

Section 4.

Nominations and Ballots. No person may be a candidate in the 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 April 15th. The Committee shall consist of five members and two alternates, all members in good standing, none of whom shall be a member of the current Board of Directors. Due consideration shall be given to geographical distribution of the Nominating Committee so that adequate representation of all major sections of the United States is preserved. The Board shall name a Chairman for the Committee. The Nominating Committee may conduct its business by personal meeting *in toto*, by telephone *in toto*, or by First Class mail or email, FAX, or other means of electronic communications; provided, however, that all decisions reached by telephone conference calls shall be confirmed in writing by the Nominating Committee Chair within 7-10 days to all members of the Nominating Committee.

- (a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each other position on the Board of Directors and shall procure acceptance of each nominee so chosen. The Committee should 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 Recording Secretary who shall mail the list by First Class Mail, including the full name of each candidate and the name of the State in which the candidate resides, to each member of the Club on or before June 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 the Recording Secretary's regular address on or before July 15, signed by 25 members and accompanied by the written acceptance of each additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one (1) 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 July 15, the Nominating Committee's slate shall be declared elected at the time of the annual Meeting, and no balloting will be required.
- (d) If one or more valid additional nominations are received by the Recording Secretary on or before July 15, the Recording Secretary shall, on or about August 1, mail by First Class Mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the name of the State in which they reside, together with a blank envelope and a return envelope addressed to the independent auditing firm 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 and mail by First Class Mail the sealed blank envelope in the envelope addressed to the auditing firm. The auditing firm, after counting the ballots received, shall return the results of that count, sealed to the Recording Secretary not less than one week prior to the annual meeting, the results of the election. The Recording Secretary shall announce, at the annual meeting, the results of the election. If e-balloting is used for the election, the Board-approved organization that specializes in electronic balloting shall send the Recording Secretary the results not less than one week prior to the Annual Meeting. The Recording Secretary shall not disclose the results from either the auditing firm or the electronic balloting firm to anyone until the Annual Meeting.
- (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 shall each year appoint such Standing Committees, and their Chairs as needed to advance the operation of the Club or to aid the Board on particular projects. Such committees shall always be subject to the final authority of the Board and shall report regularly to the Board as requested by the Corresponding Secretary or their Board Liaison.
- Section 2.** Any committee appointment may be terminated by a majority vote of the full membership of the Board upon full written notice to the appointee; and the Board may appoint successors to those persons whose service has 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 interest of the Club or the Breed. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$200.00 which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. Complainant must supply a copy of the complaint and supporting materials for each member of the Board of the STCA. 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 allege 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 or a Committee of not less than three members of the Board, not less than three weeks nor more than six weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member by Certified Mail-Return Receipt, 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 so wishes. The same notice of hearing and assurance of the right to appear and bring witnesses shall be sent to the complainant.
- 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 hearing 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 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 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 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 in his or her own behalf though no evidence shall be taken to this meeting. The President shall read the charges, and the findings and recommendations, and shall invite the defendant, if present, to speak on his or her own behalf. The meeting shall then vote by secret written 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 to 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 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be mailed by First Class Mail 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 and the Standard for the Breed may be amended at any time provided a copy of the proposed amendment has been mailed First Class or sent in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs, to each member in good standing on the date of the mailing, accompanied by a ballot together with a blank envelope and a return envelope, on which each member may indicate the choice for or against the action to be taken. This notice shall specify a date not less than 45 days after the date of mailing by which the ballots must be returned to the Recording Secretary or to the offices of an independent auditing firm designated by the Board of Directors, whose address shall accompany the ballot, to be counted. The favorable secret vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect such an 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.

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, whether voluntary or involuntary or by operation of law, other than for purposes of reorganization, 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 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:
- Determination of Quorum
 - Report of President
 - Report of Secretaries.
 - Report of Treasurer
 - Election of Officers and Board (at Annual Meeting)
 - Unfinished Business
 - New Business
 - Presentation of Annual Awards
 - Adjournment

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

Roll Call/Determination of Quorum
Approval of Minutes of Last Meeting
Report of President
Report of Vice-President/Show Chair
Reports of Secretaries
Report of Treasurer
Reports of Committees
Unfinished Business
Election of New Members
New Business
Adjournment

ARTICLE X

The current edition of Robert's Rules of Order governs this organization in parliamentary situations that are not provided for in the law or in its Constitution, By-Laws, or Policy.

Revised and approved by AKC - November 2024