

CANADIAN SCOTTISH TERRIER CLUB CONSTITUTION & BY-LAWS



CONSTITUTION

ARTICLE 1

NAME & OBJECTIVES

1. The name of the Club shall be the Canadian Scottish Terrier Club, herein referred to as the 'Club'.
2. The objectives of the Club are:
 - a. To be registered and recognized by the Canadian Kennel Club (CKC);
 - b. To operate nationally in Canada;
 - c. To support, encourage and promote careful, quality breeding of purebred Scottish Terriers by qualified breeder(s) that adhere to the Club's Breeder Guidelines and to do all possible to bring their natural qualities to perfection;
 - d. To develop interest in, increase knowledge of and advance the Scottish Terrier breed;
 - e. To encourage members and breeders to strive towards the qualities of excellence as set out in the Scottish Terrier breed standard;
 - f. To advise and assist those interested in the Scottish Terrier;
 - g. To support a rescue operation of Scottish Terriers through voluntary participation by CSTC members and breeders;
 - h. To encourage fair and honest conduct and to undertake any or all events deemed helpful to the Club in pursuing the objectives listed above;
 - i. The Club shall not be conducted or operated for profit and no part of any profits, remainder or residue from dues, donations or events under the Club, shall benefit any member or individual;
 - j. The members of the Club shall adopt and may from time to time, revise the bylaws as required, to carry out these objectives.

BY-LAWS

ARTICLE 1

PURPOSE

1. The Club shall engage in the following activities:
 - a. Supporting CKC recognized events;
 - b. Holding of CKC recognized events;
 - c. Holding, coordinating, hosting or supporting events and/or activities for the enjoyment of members of the Club.

ARTICLE 2

MEMBERSHIP

1. Members are eligible from any country
2. There shall be four (4) types of membership, open to all persons who subscribe to the purposes of this Club:
 - a. Full - Open to all persons over the age of eighteen (18) years;
 - b. Junior - Open to those persons who have not reached the full age of eighteen (18) years;
 - c. Honorary - Granted by vote of the membership to nationally recognized persons who have contributed to the furtherance of the purposes of the Club;
 - d. Life - Granted to members after thirty (30) years of continuous membership or the Executive Board may deem to a member who has contributed to the furtherance of the purposes of the Club. Life members are not subject to the Club's annual membership dues.
3. Voting: Only Full and Life membership types, who have been members of the Club for a minimum of three (3) months prior to any voting, are eligible to vote on Club matters. Members with less than three (3) months of membership are not eligible to vote, under any circumstances;
4. Duration Year: The annual membership duration is from January 1 to December 31 of any calendar year;
5. New Membership Dues: Full dues are owed if the applicant applies for membership from January to May. Half dues are owed if the applicant applies for membership from June to December;
6. New (not current) Members offered Club membership, as a result of new puppy or rescue operations, are not required to pay Club dues for the current Club Year;

7. Membership will be considered as lapsed and automatically terminated if a member's dues remain unpaid thirty (30) days after the first day of the membership year. However, the Board may grant an additional ninety (90) days' grace to such members, in meritorious cases. No person is entitled to vote at any club meeting, whose dues are unpaid as of the date of that meeting;
8. The membership dues in the Club shall be determined from time to time by the Board of Directors. The Executive Board has the right to modify the annual dues for any person or member with extenuating circumstances;
9. Application for membership shall provide that the applicant agrees to abide by the Club's Constitution, By-Laws and Code of Ethics. The applicant shall submit the applicable dues for the current year;
10. Resignation: Any member may resign from the Club by giving written notice to the Secretary. Dues for any unexpired term of the membership year are not refundable, but the Executive Board may grant a request for such in extenuating circumstances
11. 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 Membership Committee or;
 - b. By Lapsing. Membership will automatically terminate if the member's annual dues remain unpaid, thirty (30) days after the first day of January. Any member whose dues are unpaid is not entitled or eligible to vote at any Club meeting, as of the date of that meeting or;
 - c. By Expulsion. A membership may be terminated by expulsion. See Article 12 Complaints & Discipline of the Bylaws.

ARTICLE 3

OFFICERS & REGIONAL DIRECTORS

1. The Board of Directors. The Board of Directors shall be comprised of the elected positions of President, Vice President, Treasurer and Secretary and the regional director representatives of the Club. These positions shall serve a three (3) year term. The regional director areas are:
 - a. British Columbia and Yukon;
 - b. Alberta, Saskatchewan and Manitoba, Northwest Territories and Nunavut;
 - c. Ontario;
 - d. Quebec and;
 - e. Atlantic (New Brunswick, Prince Edward Island, Nova Scotia and Newfoundland & Labrador)
2. Executive Board. The Executive Board shall be comprised of roles of the President, Vice President, Secretary and Treasurer and these persons shall be called officers of the Club. The Past President is a non-voting member of the Board, available to undertake any specific duties assigned by the President or requested by the Board of Directors.
3. The President presides at general meetings of the Club and chairs meetings of the Board of Directors and Executive Board. The President shall be a member of all Club committees. The President is responsible for the overall supervision and administration of the affairs of the Club and ensures that all policies and actions approved by the Club are properly implemented.

4. The Vice President fulfills the duties of the President when the President is temporarily absent or otherwise unable to perform the duties of the office. The Vice President also performs specific duties assigned by the President, the Board of Directors, or the general membership.
5. The Secretary shall attend all meetings of the Club and is required to keep accurate minutes. In case of the absence of the Secretary, their duties shall be discharged by such officer as may be appointed by the Executive Board. The Secretary shall have charge of all the correspondence of the Club and be under the direction of the President and the Board of Directors. The Secretary is responsible for maintaining the Club's documentation with the CKC including the Club's Constitution. The Secretary and the Membership Committee shall also keep a record of all the members of the Club and their addresses and send all notices of the various meetings as required. The Secretary shall also carry out such other duties as are prescribed in these bylaws.
6. The Treasurer is responsible for all Club funds, bank account(s), financial books, records and reporting. The Treasurer shall properly account for all funds of the Club and maintain accurate financial records. The Treasurer shall present a detailed account of receipts and disbursements to the Executive Board, whenever requested. The Treasurer shall prepare a report, for every meeting, of the Club's finances and every item of receipt or payments, not previously reported. The Treasurer shall submit, to the Annual Meeting, a reviewed Treasurer's Statements of the financial position of the Club and submit a copy of the reviewed Statements to the Secretary for the records of the Club. The books of the Club will be available for inspections by the members, at any reasonable time, upon request.
7. All Regional Directors are responsible for the members, member issues, inquiries and Club activities within their geographic territories (areas). All regional directors are required to attend, participate and vote on Club operational issues as a member of the Board of Directors and make recommendations on issues for voting by the Club membership.
8. All elected officers and regional directors must be members in good standing with the Canadian Kennel Club. All elected officers shall be referred to as the Board of Directors. All members of the Board must be residents of Canada. The names of the Executive Board must be reported to the CKC annually upon renewal of the club accreditation together with a copy of any changes to the current constitution and/or bylaws.
9. Any vacancy occurring during the term shall be filled by the Executive Board by a temporary appointment of a member, in good standing, with the Club and the CKC until a confirming vote is made by the membership.
10. 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 Board of Directors to remove said officer and to rescind said officer's election, after said officer has been notified by the Secretary 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 to provide the Secretary with electronic copies of the response. Any response must be received by the Secretary within said three-week period. The Secretary shall furnish each Board of Directors member with a copy of the response.
11. Executive Board members shall serve in office until such time as their successors are elected. The Executive Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Club, and meetings of the Club (Executive and Board of Directors) shall be held as often as may be required, but at least once every three months and shall be called by the President. A special meeting may be called on the instruction of any two members of the Board of Directors provided they request the President, in writing to call such

meeting and state the business to be brought before the meeting. Meetings of the Board of Directors shall be called by ten (10) days' notice in writing mailed or by three days notice by fax or telephone or email. Any five (5) members shall constitute a quorum and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transaction at such meeting shall be ratified at the next regularly called meeting of the Board otherwise they shall be null and void.

12. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election or within ten days after the appointment or election, provided they acted as director pursuant to the appointment or election.
13. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the Club may deem reasonable.

ARTICLE 4

CLUB YEAR

1. The Club shall observe a club year beginning on the 1st day of January and end on the 31st day of December of the same year.
2. Elected Club positions shall assume their roles on January 1st post election and all retiring or vacating officers and regional directors shall turn over to their successor, all properties and records relating to that office within thirty (30) days after vacating office.

ARTICLE 5

NOMINATIONS

1. The Nomination Committee shall be formed for the purposes of coordinating the nominations, candidates and election process for the elected positions of the Club in an election year.
2. The Nominating Committee shall be composed of at least two (2) Full members (1 position being the committee chair). Nomination Committee members may not stand or run for an elected Club position.
3. The Nominating Committee shall inform the membership of all vacant positions for officers and regional directors and invite nominations for members to stand for election to these positions.
4. The Nominating Committee shall verify that those who have been nominated are willing to serve, if elected and shall ensure that at least one name is put forward for each vacant position by making its own nominations for any positions for which no names have been received by the announced closing date.
5. Nominations received by the committee shall not be kept secret and any candidate shall be free to withdraw, for any reason.

6. The chair of the nomination committee shall notify the successful candidates of the Club election and shall provide the Secretary with the names of individuals per elected role and prepare a communication for inclusion in the Club newsletter announcing the election results.
7. All communications, including voting ballots, from the Nomination Committee can be done via any electronic method and by mail for those who opt out of receiving electronic communication.
8. The Nomination Committee shall be dissolved after the election is completed and communication of results has been made to the Club membership.

ARTICLE 6

VOTING

1. Full and Life members are eligible to vote, provided they are in good standing with the Club, on motions where the general membership is voting.
2. The President may only cast a vote at a general meeting, a meeting of the Board of Directors or Executive Board, in order to break a tie vote. The chair of a committee votes at the same time as other members and does not vote a second time in order to break a tie vote.
3. The Board of Directors reviews and provides guidance on Annual meetings motions which affect the Constitution and By-Laws of the Club.
4. For Regional Director positions, where there are 2 or more candidates, the election of the Regional Director will be voted on by members within each Region only.
5. The Club allows for electronic voting on anything requiring a vote by Club members.

ARTICLE 7

ELECTIONS

The Club shall conduct elections for elected Club roles with the following timeline in an election year:

1. May 1 – Executive Board appoints a Nominating Committee of, at least two (2) Full members, of which one (1) of the appointed members is the Nominating Committee Chair.
2. June 1 – Nominating Committee Chair calls for nominations for all elected positions from the Membership with a deadline to apply.
3. August 1 – Close of nominations. Nominating Committee Chair verifies the eligibility of all candidates and communicates a list of eligible candidates to the membership.
4. September 1 – Slate of candidates is communicated to the Membership.
5. November 1 – Election is conducted electronically and on paper for those with paper membership. Voting remains open until November 30.

6. December 1 – Election results communicated to the membership and published in the Club newsletter.
7. January (following year) – Newly elected members assume their roles

ARTICLE 8

MEETINGS

1. Annual Meeting. The annual meeting of the Club shall be held annually, with a date and time to be communicated to all membership at least thirty (30) days in advance, at a place, date, and time designated by the Executive Board. The quorum of the annual general meeting shall be ten percent (10%) of the voting membership, in good standing.
2. Board of Director/Executive Board Meetings. The first meeting of the Board of Directors shall be held immediately following the annual meeting and/or election. Other meetings of the Executive Board shall be held at such times and places as are designated by the President or by a majority vote of the Executive Board.
3. Written notice of other meeting(s) shall be sent by email or telephone by the Secretary to each member of the Executive Board at least three (3) days prior to date of the meeting. The quorum for an Executive Board Meeting shall be a majority of the Executive Board voting in person, telephone, mail, email or by any other electronic communication.
4. Special Club Meetings. Special Club Meetings may be called by the President or by a majority of the members of the Executive Board or shall be called by the Secretary upon receipt of a petition signed by twenty percent (20%) of the members of the Club. Such meeting(s) shall be held at such place, date, and hour as may be designated by the Executive Board. Written notice of such meeting shall be emailed or mailed by the Secretary (or designate) at least fourteen (14) days and not more than thirty (30) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such a meeting shall be ten percent (10%) of the voting members in good standing.
5. The Executive Board may conduct its business in person, by mail or any electronic means of communication including but not limited to email, telephone, video or audio conference services, 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, which must be confirmed by the Secretary in official minutes within seven days of the date of the meeting.
6. The Club may conduct its business in person or by mail or any electronic means of communication including but not limited to email, telephone, video or audio conference call and electronic surveys or electronic voting, provided it does not conflict with any other provision of these bylaws.
7. Any member may submit a Motion to the Club for consideration. Motion(s) which require voting by eligible Club members must be submitted, in advance, to the Club Secretary. The Motion will be reviewed by the Board of Directors who will provide a recommendation to the membership. The motion and recommendation will be sent to the members to vote. Members who do not respond to the vote will be deemed to be in support of the recommendation of the Board of Directors. Results of the vote will be communicated to the members.

**ARTICLE 9
COMMITTEES**

1. Standing committees shall be established by the Board of Directors or Executive Board to facilitate the achievement of the purposes of the Club.
2. Any committee appointment may be terminated by a majority vote of the Board of Directors or Executive Board upon notice being sent to the committee appointee and the Board may appoint a successor to the person whose services have been terminated. Terminated committee members may appeal a termination decision to the Executive Board within ten (10) days of being notified of the termination.

**ARTICLE 10
FINANCES, AUDIT & REMUNERATION**

1. The financial year of the Club shall be from the first (1st) day of January to the thirty-first (31st) day of December.
2. Cheques to disburse the funds of the Club shall bear the signatures of the Treasurer and one member of the Board of Directors or designated member.
3. The Club will have a separate and independent bank account in the name of the Club.
4. The books, accounts and records of the Secretary and Treasurer shall be reviewed at least once each year by a duly qualified accountant or by two members of the Club appointed for that purpose.
5. A complete and up to date statement of the standing of the books for the previous year shall be submitted by the Treasurer at the Annual Meeting.
6. Unless authorized at any meeting and recorded for the Club's Records, no member of the Club shall receive any remuneration for any services provided to, from or with the Club.
7. The Club shall be operated without the purpose of any personal financial gain to any member and any financial surplus or accretions of the Club shall be used for the sole purposes of the Club and for the promotion of the Club objects.

**ARTICLE 11
SPECIALTY CHAPTERS**

1. Specialty Chapters may be established to host regional and national specialties as well as regional events.
2. Specialty Chapters may hold a float from funds raised locally. These floats must have proper bookkeeping practices in place.

3. A bank statement dated December 31st day of each year will be sent to the Treasurer for information purposes only.
4. Money raised on a National basis will go back to the National Club. Money raised locally may stay in the host giving area.
5. Money raised on a Regional basis can be used to host events as well as donations to specific needs. Regional Director approval is required.

ARTICLE 12

COMPLAINTS & DISCIPLINE

1. Complaints. Any member may lay a complaint against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written complaints containing details of the alleged misconduct must be filed with the Secretary together with a fee which has been set by the Executive Board, which shall be forfeited if the complaint is not sustained at a hearing of the Executive Board or a Discipline Committee.
2. The following describes the process:
 - a) The Secretary, upon receiving a written complaint shall, within thirty (30) days, forward a copy of the complaint, along with a notice of hearing to the defendant, the complainant and each member of the Executive Board or appointed committee;
 - b) A hearing date shall be set no later than ninety (90) days from the date of the receipt of the complaint. If the Executive Board holds the hearing, a minimum of three (3) members of the board must be present. In the event that a committee holds the hearing, at least a majority of the appointed committee shall be present. Should a complaint be laid against the Secretary, the President shall act in accordance with these by-laws;
 - c) The Executive Board or appointed Committee shall ensure that both the complainant and the defendant are treated fairly and in accordance with the rules of natural justice. Should the complaint be sustained after hearing all the evidence and testimony presented by the majority vote of those present, impose an appropriate penalty. The secretary shall then notify each of the parties of the decision within thirty (30) days of the decision.
3. Expulsion of a member from the Club shall be accomplished following a proper hearing and upon the recommendation of the Executive Board or Committee. The President or Committee Chair shall read the complaint and report the findings and recommendations of the Executive Board or appointed Committee and shall invite the defendant, if present, to speak to the Executive Board or Committee. The Executive Board or Committee shall vote by secret written ballot on the proposed expulsion. A three-quarters ($\frac{3}{4}$) vote of those present shall be necessary for expulsion.
4. Termination of membership may occur as result of deprivation, suspension, debarment, expulsion or termination of CKC membership as imposed by the CKC discipline committee.

ARTICLE 13
AMENDMENTS

1. Proposed amendments to the Constitution and Bylaws must be communicated to all members, in advance of a vote.
2. Voting will be done at a predetermined time and will be done electronically. No proxy voting is permitted. Voting results will be communicated to all members and sent to the Secretary for recording in the Club Records.
3. Amendments to the Constitution and/or Bylaws require a majority vote of the membership.
4. The complete Constitution and By-Laws, as amended, will be communicated to the membership, submitted to the CKC and posted on the CSTC Website.

ARTICLE 14
DISSOLUTION

1. The dissolution of the Club requires a motion for such undertaking as a “Special Resolution” requiring that twenty-one (21) days written notice is communicated to every member of the Club.
2. The Board of Directors or a special committee of four members appointed by the Board of Directors shall implement the dissolution. This involves the liquidation of the assets of the Club, a complete and final audit of the accounts of the Club, and provision for the safekeeping of records of the Club.
3. All funds or assets remaining, after all debts have been paid, shall be transferred to a designated charity chosen by the Board of Directors.

ARTICLE 15
PARLIAMENTARY AUTHORITY

1. The rules contained in the current edition of Robert’s Rules of Order shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the Club may adopt.

ARTICLE 16
ORDER OF BUSINESS

1. At annual meetings of the Club, the order of business shall be as follows:
 - a) Roll Call
 - b) Approval of minutes of the last meeting
 - c) Report of the President
 - d) Report of the Secretary
 - e) Report of the Treasurer
 - f) Reports of the Committees
 - g) Elections of Officers and Board
 - h) Unfinished Business
 - i) New Business
 - j) Adjournment

2. At meetings of the Board of Directors and/or Executive Board, the order of business shall be as follows:
 - a) Approval of minutes of the last meeting
 - b) Report of the Secretary
 - c) Report of Treasurer
 - d) Report of Committees
 - e) Unfinished Business
 - f) Election of new members
 - g) New Business
 - h) Adjournment