



THE TIBETAN TERRIER CLUB OF AMERICA, INC. (TTCA) CONSTITUTION AND BYLAWS

These Bylaws are subject to and governed by the State of Pennsylvania (Not-For Profit Corporation or other statutory reference) Laws and the Articles of Incorporation of the Tibetan Terrier Club of America, Inc. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the State of Pennsylvania (Not-For-Profit Corporation or other statutory reference) Laws, the State of Pennsylvania (Not-For-Profit Corporation or other statutory reference) Act will be controlling.

CONSTITUTION Name and Objectives

SECTION 1. The name of the Club shall be The Tibetan Terrier Club of America, Inc.

SECTION 2. The objectives of the Club shall be:

- (a) To encourage and promote the responsible breeding of pure-bred Tibetan Terriers and to do all that is possible to bring their natural qualities to perfection.
- (b) To encourage the organization of independent local Tibetan 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 Tibetan Terriers shall be judged.
- (d) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, obedience trials, agility trials, performance events, and all events held under the Rules and Regulations of the American Kennel Club.
- (e) To conduct sanctioned matches, specialty shows, obedience trials, agility trials, performance events, and any other events for which the club is eligible under the rules and regulations of The American Kennel Club.

SECTION 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on the furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws. 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 revise such Bylaws as may be required to carry out these objectives.

BYLAWS

ARTICLE I Membership

SECTION 1. Eligibility. There shall be six types of membership: Associate, Regular, Household, Lifetime, Junior, and Foreign, open to all persons who are in good standing with The American Kennel Club and who subscribe to the purposes of The Tibetan Terrier Club of America, Inc., and who have agreed to abide by the TTCA's Guidelines For Responsible Breeders, and who meet the specific qualifications of the class of membership requested.

The classes shall be:

- (a) Associate Membership – Open to any person 18 years of age or older, who may apply. They shall be entitled to all privileges of a Regular or Household Member, except that they may not hold office, chair a committee, vote, nor be entitled to endorse an application for membership to the club. Upon completion of one year of membership as an Associate Member, such persons may apply for Regular or Household Membership as prescribed in Section (b) and (c) of this article.
- (b) Regular Membership – Open to any person 18 years of age or older, who may apply and have attained one year of membership in good standing as an Associate Member.
- (c) Household Membership – Open to two persons, who have attained the status of Regular Member, are 18 years of age or older, and reside together, each enjoying all the privileges of the club, including each having one vote. Household members receive one copy of all publications and notices.
- (d) Lifetime Membership. Any person who has devoted at least 25 years of active service to the Club shall be eligible to become a lifetime member, enjoy all privileges of the Club, and be exempt from payment of dues or assessments. Candidates for lifetime membership may be nominated by any member of the Club in writing and submitted to the Corresponding Secretary. Upon receipt of such nomination, the Board of Directors shall review the qualifications of the nominee and certify its findings in writing. The nomination, together with the Board's certification, shall then be submitted to the vote of the members at the next regular meeting, and an affirmative vote of 3/4 of the voting members present, and voting shall be required for election.
- (e) Junior Membership. Open to persons 9-18 years of age. Junior Members cannot hold office, chair a committee, vote, nor be entitled to endorse an application for membership to the Club. Junior members may convert to Associate Membership upon reaching their 18th birthday.
- (f) Foreign Membership. Open to persons 18 years of age and older and consisting of persons residing outside the United States and having all privileges of the Club except the right to vote, hold office, chair a committee, or be entitled to endorse an application for membership to the Club.

SECTION 2. Dues. A schedule of dues and initiation fees shall be established by the Board of Directors annually and may be changed as necessary. In no case will resident Regular Membership annual dues exceed \$75.00 without the approval of the Club membership as set forth in Article IX. During the month of January, the Treasurer shall send to each member a statement of their dues for the ensuing year. Annual dues for all membership types are payable by March 1. No regular or household member may vote whose dues are unpaid for the current 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 this Constitution and its Bylaws, the Club's Guidelines for Responsible Breeders, and the Rules and Regulations of The American Kennel Club and AKC's Code of Sportsmanship. The application shall state the name, address, email address, telephone number(s), and occupation of the applicant and it shall carry the endorsement of two Regular or Household Members (not of the same household or from the household of the applicant.) Accompanying the application, the prospective member shall submit dues payment for the current year. All applications must be submitted to the Corresponding Secretary unless the Board of Directors has appointed a Membership Chairperson. Applicants may be elected at any in-person meeting of the Board of Directors, by a secret vote by mail or in accordance with the AKC procedures for electronic voting. Affirmative votes of 2/3 of the Directors present at a meeting of the Board or 2/3 of the entire Board voting by mail or electronically, shall be required to elect an applicant. An applicant's joined date shall be considered to be the date that the application received Board approval.

An application that has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the Club and the Club may elect such applicant by favorable vote of seventy-five (75) percent of the voting members present. Applicants who have been rejected by the Club may not reapply within twelve (12) months after such rejection.

SECTION 4. Termination of Membership. Memberships may be terminated in accordance with the State Law of Pennsylvania:

- (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. Dues obligations are considered a debt to the Club, and they become incurred on the first day of each fiscal year.
- (b) By lapsing. Membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the 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 VIII of these Bylaws.

SECTION 5. Membership Chairperson. The Board may appoint a Membership Chairperson to oversee membership matters and/or other duties as outlined by the Board.

ARTICLE II

Members' Meetings

SECTION 1. Annual Meeting. The annual meeting of the Club shall be held between the months of April and 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 sent as required by the State Law of Pennsylvania via USPS and/or electronically or any other methods in accordance with the State Law of Pennsylvania by the Corresponding Secretary to each member at least 30 days prior to the date of the meeting as required by the State Law of Pennsylvania. The quorum for the annual meeting shall be ten (10) percent of the voting members in good standing. Non-voting members do not count towards the determination of a quorum.

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 at any meeting of the Board or who vote by mail; and may also be called by the Corresponding Secretary upon receipt of a petition signed by ten (10) percent of the voting members of the Club who are in good standing. Such special meetings shall be held by methods, in accordance with the State Law of Pennsylvania, designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent as required by the State Law of Pennsylvania via USPS and/or electronically or any other methods in accordance with the State Law of Pennsylvania by the Corresponding Secretary at least fourteen (14) days and not more than thirty (30) days prior to the meeting and said notice shall state the purpose of the meeting and no other business may be transacted thereat. The quorum for such a meeting shall be ten (10) percent of the voting members in good standing. Non-voting members do not count towards the determination of a quorum.

ARTICLE III

Board Meetings

SECTION 1. Board Meetings. The first meeting of the Board shall be held as soon as possible following the election. Meetings of the Board shall be held in methods in accordance with the State Law of Pennsylvania: such as in person, electronic, virtual, teleconference or methods as may be developed as designated by the Board. Written notice of each such meeting shall be sent as required by State Law of Pennsylvania via USPS and/or via email by the Corresponding Secretary fourteen (14) days prior to the date of the meeting as required by the State Law of Pennsylvania. The quorum for such a meeting shall be a majority of the Board to conduct business as permitted by State Law of Pennsylvania. Non-voting members do not count towards the determination of a quorum.

SECTION 2. Board Business. The Board may also conduct business by telephone conference or video conference or by any other methods in accordance with State Law of Pennsylvania such as electronic, virtual, teleconference, or methods as may be developed. Items voted upon by any method other than in-person meetings must be confirmed in writing by the Recording Secretary within seven days.

The following guidelines apply to conducting business and/or voting by email;

- (a) Every Board member must be provided with the means to participate.
- (b) A procedure must be in place to verify the identity of the individuals participating to ensure that they are eligible Board members.
- (c) A mechanism must be in place to verify that the eligible Board members are “listening”; and,
- (d) All Board members must agree to participate in this manner.

ARTICLE IV Directors and Officers

SECTION 1. Board of Directors. The Board shall comprise the President, 1st Vice President, 2nd Vice President, Corresponding Secretary, Recording Secretary, Treasurer, AKC Delegate, and five 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 as provided in Article VI or shall serve until their successors are elected. The AKC Delegate shall be elected for a two (2) year term or shall serve until their successor is elected. The other members of the Board of Directors consist of five members elected for two-year terms so staggered that three, then two are elected, or shall serve until their successors are elected. General management of the Club’s affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers. The Club’s officers, consisting of the President, 1st Vice President, 2nd Vice President, Corresponding Secretary, Recording Secretary, and Treasurer 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 particularly specified in these Bylaws.
- (b) The 1st 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 2nd Vice President shall, during the absence or inability of the President and the 1st Vice President, temporarily perform with the full authority of the President the duties of the President as herein set forth.
- (d) The Corresponding Secretary shall have charge of the correspondence, notify new members of their election to membership, notify the Board and members of meetings, notify Officers and Directors of their election to office, keep a roll of the members of the Club with their addresses, as provided by the Treasurer, and carry out such other duties as are prescribed in these Bylaws unless the Board of Directors has appointed a Membership Chair.
- (e) The Recording Secretary shall keep a written record of all minutes of all meetings of the Club and the Board, and all votes taken by mail, E-Mail, fax, videoconference, or conference call and of all which a record shall be ordered by the Club and shall present them upon call by the President or the Board of Directors and shall carry out such other duties as are prescribed in these Bylaws.
- (f) The Treasurer shall collect and receive all monies due and owing the Club, and pay all bills, except in special circumstances approved by the Board of Directors. In those circumstances, all monies

collected should be sent to the Treasurer bi-weekly with an accounting of the funds, and all bills should be sent to the Treasurer (electronically) bi-weekly unless otherwise approved by the Board of Directors. Monies shall be deposited in a bank approved by the Board, in the name of the Club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting of the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting, an accounting shall be rendered of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

- (g) Delegate to The American Kennel Club. The Delegate to the American Kennel Club must be a voting member in good standing of the TTCA and shall be elected for a term of 2 years. Among other duties, the Delegate shall report to the Club all actions and matters discussed at the AKC's Quarterly meeting. The Delegate shall report regularly to the Board and the Membership. The AKC Delegate will be a voting member of the Board of Directors.
- (h) The Board of Directors. The Board of Directors, consisting of Officers (elected annually), an AKC Delegate (elected bi-annually), and five voting members in good standing, shall consist of two classes, one of three members, and the other of two members, each class elected for a two (2) year term.

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 1st Vice President, and the resulting vacancy in the office of 1st Vice President shall be filled by the 2nd Vice President, and the resulting vacancy in the office of 2nd Vice President shall be filled by the Board. (In the event of a vacancy of the AKC Delegate the Club must apply to the office of the AKC Executive Secretary for approval of Delegate credentials).

ARTICLE V

The Club's Financial/Fiscal Year, Voting, Nominations, Elections

SECTION 1. Financial/Fiscal Year. The Financial/Fiscal year shall begin on the first day of March and end on the last day of February. The elected officers and directors shall take office on March 1st and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after taking office.

SECTION 2. Voting. In accordance with the State Law of Pennsylvania: at the annual meeting or a special meeting of the Club voting shall be limited to those voting members in good standing who are present at the meeting, except for the biannual election of an AKC Delegate, the annual election of Officers, and Directors and amendments to the constitution and Bylaws and the standard for the breed which shall be decided by written ballot cast by voting members by mail or in accordance with the AKC procedures for electronic voting. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for the decision of the voting members by written ballot cast by mail or in accordance with the AKC procedures for electronic voting.

- (a) No member whose dues are unpaid on the due date specified in Article I shall be entitled to vote in the election of any officer or director.
- (b) Unless otherwise provided for to the contrary in this constitution and its Bylaws, all matters of business placed before the Board of Directors or the membership shall be decided by a majority of the votes cast, such ballots to be completed and received by the Recording Secretary within 30 days of the date on the ballot.
- (c) Results of the voting by the membership for the election of officers and directors, and on any motion, resolution, or amendment, shall be published in the next available issue of the official club publication.

SECTION 3. Nominations for the Annual Election of Officers and Directors. No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. A Nominating Committee shall be chosen by the Board of Directors before September 15th. The committee shall consist of five voting members and two alternates, no more than one of whom may be a member of the current Board of Directors. These shall be members in good standing and, to the extent that is practicable, membership of the committee should represent different areas of the U.S.A. The Board shall name a Chairman for the Committee. The Nominating Committee may conduct its business by mail, E-Mail, fax, videoconference, or conference call.

- (a) The Nominating Committee shall nominate from among the eligible voting members of the Club, one candidate for each office and for each position on the Board of Directors available for election that year, and biannually, a candidate for the Delegate to the AKC 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 Corresponding Secretary by October 15th, who shall mail the list, or cause it to be mailed via USPS and/or electronically, including the full name of each candidate and the name of the state in which they reside, to each member of the Club on or before November 1st, so that additional nominations may be made by the voting members if they so desire.
- (b) Additional nominations of eligible members may be made by written petition addressed to the Corresponding Secretary and received at their regular address on or before December 1st, signed by five voting members and accompanied by the written acceptance of each such additional nominee signifying their willingness to be a candidate. Except for the position of Delegate, no person shall be a candidate for more than one position.
- (c) If no valid additional nominations are received by the Corresponding Secretary on or before December 1st, the Nominating Committee's slate shall be declared elected on the 1st day of March, and no balloting will be required.
- (d) If one or more valid additional nominations are received by the Corresponding Secretary before December 1st, a ballot shall be mailed on or before January 15th to each voting member in good standing as of December 31st. The ballot shall be mailed by the Recording Secretary unless an independent professional firm or ballot committee has been designated by the Board by December 7, in which event the designated independent professional firm or ballot committee shall mail the ballot. The ballot shall list all of the nominees for each position in

alphabetical order, including the state in which they reside, together with a blank envelope and a return envelope addressed to the Recording Secretary (or designated independent professional firm or ballot committee) 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, which in turn shall be placed in the second envelope addressed to the Recording Secretary (or designated independent professional firm or ballot committee). Ballots must be received by the Recording Secretary (or designated independent professional firm or ballot committee) no later than February 15th. The Recording Secretary (or designated independent professional firm or ballot committee) shall check the returns against the list of voting members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes. Alternatively, ballots may be conducted in accordance with the AKC procedures for electronic voting and within the same time constraints as for mail-in ballots.

- (e) Results of the voting shall be published in the next available issue of the official club publication. The person receiving the highest votes for each position shall be declared elected.

ARTICLE VI 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 prizes, membership, and other fields 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. 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 service has been terminated.

ARTICLE VII Discipline

In Accordance with the Law of the State of Pennsylvania

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 *any of 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 Corresponding Secretary together with a deposit of \$100, which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Corresponding 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 that would be prejudicial to the best interest 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 3 weeks nor more than 6 weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if they wish.

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 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 their 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 Corresponding Secretary. The Corresponding Secretary, in turn, shall notify the Board and 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/s shall have the privilege of appearing on their own 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/s, if present, to speak on their own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those voting members present at the annual meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

ARTICLE VIII Amendments

SECTION 1. Amendments to the Constitution and Bylaws 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 (20) percent of the voting membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Recording Secretary for a vote within three (3) months of the date when the petition was received by the Recording Secretary for a vote following procedures established by the AKC Board of Directors.

SECTION 2. The Constitution and Bylaws, and the Standard for the breed may be amended at any time in accordance with AKC policies, provided a copy of the proposed amendment has been sent by the Recording Secretary to each voting member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual-envelope procedures described in Article VI, Section 3(d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice sent such as via USPS and/or email as required by the State Law of Pennsylvania to each member with such ballot shall specify a date not less than 30 days after the date received, by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3 of the voting members in good standing who return valid ballots within the time limit shall be required to affect any such amendment. Such ballots may be conducted in accordance with the AKC procedures for electronic voting and within the same time constraints as described for mail-in ballots.

SECTION 3. No amendment to the Constitution and Bylaws 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 IX

Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the voting 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 member 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 X

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 Corresponding Secretary

Report of Recording Secretary

Report of Treasurer

Reports of Committees

Election of New Members

Unfinished business

New business

Adjournment

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

Reading of minutes of the last meeting

Report of Corresponding Secretary

Report of Recording Secretary

Report of Treasurer

Reports of Committees

Unfinished business

New business

Adjournment

ARTICLE XI Parliamentary Authority

SECTION 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.

Amended & Approved by TTCA 12.01.2024, AKC Approved 01.14.2025