

AMERICAN MALTESE ASSOCIATION, INC. CONSTITUTION

Adopted January 1, 1969

ARTICLE 1

Name and Objects

SECTION 1. The name of the Club shall be the AMERICAN MALTESE ASSOCIATION, INC.

SECTION 2. The objects of the Club shall be:

- (a) To encourage and promote quality in the breeding of pure-bred Maltese and to do all possible to bring their natural qualities to perfection;
- (b) To encourage the organization of independent local Maltese 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 Maltese shall be judged;
- (d) To do all in its power to protect and advance the interest of the breed by encouraging sportsmanlike competition at dog shows and obedience trials;
and
- (e) To conduct sanctioned matches, specialty shows and obedience trials 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.

BYLAWS

ARTICLE I

Membership

SECTION 1. Eligibility: There shall be four (4) kinds of membership open to persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club:

- (a) **Single Membership.** Open to all persons eighteen (18) years of age and older who enjoy all the privileges of the Club including the right to vote and hold office;
- (b) **Specialty Clubs.** Open to all local Maltese Specialty Clubs in good standing with the American Kennel Club and who subscribe to the purposes of this Club. Specialty Club membership does not carry with it voting privileges. Specialty Clubs shall provide the Corresponding Secretary with a current list of Specialty Club Officers and Board together with their current constitution and bylaws;
- (c) **Foreign Membership.** Open to persons eighteen (18) years of age and older who reside outside of the United States. Foreign members cannot vote or hold office and do not count in the determination of a quorum (except for those members living outside of the United States voted into membership prior to February 11, 1998 who shall retain the right to vote and will count in the determination of a quorum); and
- (d) **Junior Membership.** Open to any United States resident 10 through 17 years of age. Junior members cannot vote or hold office and do not count in the determination of a quorum. Junior members may convert to Single members upon reaching 18 years of age.

SECTION 2. Dues:

- (a) The Board of Directors may recommend an increase or decrease in dues and/or initiation fee effective beginning the next fiscal year, with any change subject to a majority vote of the membership at the Annual Meeting preceding the fiscal year in which a dues and/or initiation fee change would become effective. A notice of proposed change shall be published in the Newsletter which shall be sent to each member no less than thirty (30) days prior to the Annual Meeting of the Membership. If a change in dues and/or initiation fee has not been recommended by the Board and sent to the membership prior to

the 30-day period before the Annual Meeting, the then current amounts will remain unchanged for the next fiscal year.

- (b) The one-time initiation fee shall not be increased or decreased by an amount greater than \$5.00 (five dollars) per year, as recommended by the Board and voted on by the membership in accordance with the provisions contained in Article I, Section 2(a). The initiation fee shall be assessed all new members, shall be paid at the time of application, and shall be the same for all types of membership.
- (c) Membership dues shall not increase or decrease by an amount greater than \$10.00 (ten dollars) per year for Single Membership, Specialty Clubs, and/or Foreign Membership, as recommended by the Board and voted on by the membership in accordance with the provisions contained in Article I, Section 2(a). Junior Membership dues shall be set and remain at \$20.00 (twenty dollars) per year.
- (d) Dues are payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of October, the Treasurer shall send to each member a statement of his dues for the ensuing year. Anyone whose membership was approved in October, November or December is considered a fully paid member for the following year.

SECTION 3. Election to Membership: Each applicant for membership shall apply on a form as approved by the Board of Directors which shall provide that the applicant agrees to abide by these Constitution and Bylaws, the Club's Code of Ethics, Rules and Regulations, 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 (2) members in good standing. Accompanying the application, the prospective member shall submit the initiation fee and dues payment for the current year. Any advertisement for membership or solicitation for same is strictly forbidden.

Applicants shall be elected by secret ballot at any meeting of the Board of Directors or by secret vote of the Board of Directors by mail. Affirmative votes of two-thirds (2/3) of the Board members present and voting at the meeting of the Board or of two-thirds (2/3) of the Board members submitting ballots by mail shall be required to elect an applicant. An application that has received a negative vote by the Board may be presented by one (1) of the applicant's endorsers at the next Annual Meeting of the Club and the members may elect such applicant by secret ballot and a favorable vote of seventy-five percent (75%) of the members casting a ballot.

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 Recording Secretary. No resignation will be

considered accepted from any member who has outstanding obligations to the Club. Nonpayment of dues and retention of Club property are considered outstanding obligations to the Club. Any Member who has had charges preferred against him where the Board has agreed to entertain jurisdiction of the charges and who resigns from the Club prior to the Board's decision to sustain or not sustain the charges will be ineligible to reapply for membership for a period of five (5) years following the date of resignation.

- (b) **By lapsing.** A membership shall be considered lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the first (1st) day of the fiscal year; however, the Board may grant an additional thirty (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. In any event, after a period of two (2) months, any member whose membership has lapsed must reapply for membership and pay the initiation fee as well as dues.
- (c) **By expulsion.** A membership may be terminated by expulsion as provided in Article VI of these Bylaws. Any member expelled from the Club is not eligible to reapply for membership for a period of five (5) years following the date of expulsion.

ARTICLE II

Meetings

SECTION 1. Annual Meeting: There shall be an Annual Meeting of the Club in conjunction with the National Specialty, at such place and hour as the Board of Directors may determine. The Corresponding Secretary shall have published in the Newsletter notice of the Annual Meeting which shall be sent to each member at least thirty (30) days prior to the date of the meeting. The quorum for the Annual Meeting shall be ten percent (10%) of the members in good standing.

SECTION 2. Special Club Meetings: Special Club meetings may be called by the President or by a majority of the members of the Board who are present at a meeting of the Board or who vote by mail, or 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 in the city as designated by the Board of Directors at such hour and place as may be designated by the Board of Directors. Written notice of such meeting shall be published in the Club's Newsletter or mailed by the Corresponding Secretary 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 members in good standing.

SECTION 3. Board Meetings: Meetings of the Board of Directors shall be held at such time and place as designated by a majority vote of the entire Board. There shall be a minimum of one national Board of Directors meeting and that shall be held in conjunction with the National Specialty and prior to the Annual Meeting.

SECTION 4. The Board of Directors may conduct its business by mail, email, facsimile, or telephone provided it does not conflict with any other provision of these bylaws. All Board members must agree upon the means of communication. Items voted upon by telephone conference call must be confirmed in writing by the Recording Secretary within seven (7) days. The following will apply to business/voting by electronic means:

- (a) every board member must have or 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 the eligible board members;
- (c) a procedure must be in place to verify that the Board members eligible to participate in the electronic conduct of such business are receiving all data and information that is disseminated through the electronic process;
- (d) 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 President, three (3) Vice-Presidents, one to represent each of the following three areas. The areas shall be approximately equal with respect to the number of AMA members residing in each. The Board shall review the regional boundaries and adjust as necessary to ensure this at intervals of no less than five (5) or more than seven (7) years. The three (3) areas are:

- (a) **East Area** comprised of the states of Connecticut, Delaware, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, and West Virginia, and the District of Columbia;
- (b) **Midwest Area** comprised of the states of Alabama, Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, Texas, and Wisconsin; and

- (c) **West Area** comprised of the states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming.

Two (2) Secretaries (Recording and Corresponding), the Treasurer, and six other persons will serve as Directors (two from each area), all of whom shall be members in good standing for the preceding three years and who are residents of the United States. They shall be elected for two-year terms as provided in Article IV, and shall serve until their successors are elected. In even numbered years, the election shall be conducted for the offices of Treasurer, Recording Secretary, three (3) Vice-Presidents (one from each area), and three (3) Directors (one from each area). In odd numbered years, the election shall be conducted for the offices of President, Corresponding Secretary, and three (3) Directors (one from each area). Two (2) persons living in the same household or who are immediate family members (immediate family members being defined as husband, wife, father, mother, son, daughter, brother and sister including adopted, step, half and in-law relations) may not serve on the Board at the same time. No Officer or Director may serve on the Board for more than eight (8) years in any one position or combination of positions. After an absence of at least one (1) year, a former Officer or Director may again run for office. The Immediate Past President shall automatically become a member of the Board for (1) one year following retirement from the office of President, in an advisory capacity with no voting rights. General management of the Club's business shall be entrusted to the Board of Directors.

SECTION 2. Officers: The Club's Officers, consisting of the President, Vice-Presidents, Recording Secretary, Corresponding 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 Constitution and Bylaws.
- (b) The Vice-President having the longest seniority in that office shall have the powers and exercise the duties of the President in case of the President's death, absence, or incapacity. In the case of more than one Vice President with the same seniority, the Vice President between them having the most seniority as a member of the American Maltese Association shall succeed to the Presidency to fulfill the remainder of the President's term, notwithstanding any term limit restriction.
- (c) The Recording Secretary shall keep a permanent record of all Board Meetings and of all votes by mail and of all matters of which a record shall be ordered by the Club, including a Historical Record. The Recording Secretary shall handle all executive business for the President and the Board.

- (d) The Corresponding Secretary's duties apply to the membership as a whole. This secretary shall keep a record of all meetings of the Club (annual and special), shall have charge of the correspondence, and notify members of meetings. The Corresponding Secretary's duties shall include taking minutes of general membership meetings, such as the Annual Meeting, serving as Chairman of Names and presenting the names of prospective members to the Board for approval. When new members have been approved, the Corresponding Secretary shall notify the President, Recording Secretary, Treasurer, and Newsletter Editor of such members and their addresses. The Corresponding Secretary shall keep a roll of the members of the Club with their addresses, shall provide a Club roster to each member yearly, and shall carry out such other duties as are prescribed in these Constitution and Bylaws.
- (e) The Treasurer shall collect and receive all monies due or belonging to the Club. Monies shall be deposited in a bank satisfactory to the Board, in the name of the Club. The Treasurer is required to provide quarterly, detailed financial statements. The books shall at all times be open to the inspection of the Board and a report shall be given at every Board 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 and all other members having authority to transact banking business on behalf of the Club shall be bonded in such amount as the Board of Directors shall determine. The Treasurer's books shall be audited annually and also immediately upon change of Treasurer.
- (f) The office of Recording Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the Officers, Immediate Past President, and six (6) other persons.
- (g) The AKC Delegate shall be elected for a two (2) year term as provided in Article IV, and shall serve until his successor is elected. On odd numbered years, the election shall be conducted for the AKC Delegate. The AKC Delegate shall attend the American Kennel Club Delegate meetings and workshops, report to the Club on issues addressed or to be addressed at such meetings, and act on all matters as directed by the Board of Directors. Failure to act as directed by the Board may result in a reprimand or a Board request for a special vote by the membership for removal from office. The AKC Delegate shall not have voting privileges on the Board.

SECTION 3. Vacancies: Any vacancies occurring on the Board or among the offices during a term shall be filled for the unexpired term of office by a majority vote of the members of the Board submitting a ballot by mail to the Recording Secretary, except that a vacancy in the office of President shall be filled automatically by the Vice-

President as determined in accordance with the provisions contained in Article III, Section 2(b), and the resulting vacancy in the office of Vice-President shall be filled by the Board.

SECTION 4. Club Credentials: Use of the Club stationery, past or present, or logos and insignia of the American Maltese Association, Inc., by any persons other than current officers and members of the Board of Directors, or anyone specifically authorized by the Board of Directors, is prohibited. Also restricted is use of such stationery for any purposes other than the official business of this Club.

ARTICLE IV

The Club Year, Nominations, Elections, Voting

SECTION 1. Club Year: The Club's fiscal year shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December.

The Club's official year shall begin on the 15th day of December and end on the 14th day of December. The elected officers and directors shall take office on December 15 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 elected officers and directors take office.

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 election of Officers, Delegate, and Directors, and amendments to the Constitution and Bylaws (and the Standard for the breed), which shall be decided by written ballot cast by mail. 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 mail.

SECTION 3. Annual Election: The election of Officers and Directors (and Delegate to the American Kennel Club who may but need not be a Director or Officer of the Club) shall be conducted by ballot. Ballots shall be mailed, received, and counted by an independent ballot counting organization or accounting firm appointed by the Board. Ballots to be valid must be received by the ballot counting organization or accounting firm on or before the 15th of November. The Teller's Report shall be submitted by the ballot counting organization or accounting firm to the Recording Secretary prior to December 1. The person receiving the largest number of votes for each position shall be declared elected. The Recording Secretary, on or before December 15 shall publish the complete election results to the entire membership. Newly elected Officers, Delegate, and Directors shall be notified immediately by the Recording Secretary. If any nominee, at the time of the election, 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. Nominating Committee: The Nominating Committee shall consist of three members and two alternates, not more than one of whom may be a member of the Board. In the month of May, the Recording Secretary will send out a request to each Board member to submit one member's name to serve on the Nominating Committee. The Board member submitting the name will be responsible for obtaining a preacceptance from the person agreeing to serve. From these names submitted, the Recording Secretary will send out a ballot to the Board requesting them to select four names. The three members receiving the most votes will be declared the Nominating Committee, with the person receiving the most votes serving as chairman. The persons receiving the fourth and fifth most votes will serve as alternates. The names of the Nominating Committee members and alternates shall be published on or before June 15 of each year.

SECTION 5. Nominations and Ballots: No person may be a candidate in the Club election who has not been nominated in accordance with these Bylaws. The Nominating Committee may conduct its business by mail, email, facsimile, or telephone, consistent with the provisions governing the Board of Directors conduct of business contained in Article II, Section 4.

- (a) The Nominating Committee shall nominate from among the members of the Club in good standing, one candidate for each office and for each other position on the Board of Directors as provided for in Article III, Section 1, and a candidate for the Delegate to the American Kennel Club as provided for in Article III, Section 2 (g), and shall procure the acceptance of each nominee so chosen in writing. The Nominating Committee shall then submit its slate of candidates to the Recording Secretary who shall publish the slate of candidates in the Newsletter on or before September 1, 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 regular address on or before October 1, signed by five (5) members in good standing and accompanied by the written acceptance of each such additional nominee, signifying his 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 Recording Secretary on or before October 1, the Nominating Committee's slate shall be declared elected on December 15.
- (d) If one or more valid additional nominations are received by the Recording Secretary on or before October 1, the ballot counting organization or accounting firm shall, on or before October 15, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical

order, together with a secrecy envelope and a return envelope 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 secrecy envelope which in turn shall be placed in the second envelope addressed to the ballot counting organization or accounting firm. The inspectors of election shall check the returns against the list of members whose dues are paid for the current year prior to 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.

- (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 AKC sanctioned events, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. 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 VI

Discipline

SECTION 1. American Kennel Club Suspension: Any member who is suspended from any privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period. Any individual not in good standing with the American Kennel Club cannot participate in the Club's functions.

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 nonrefundable filing fee of \$50.00 (fifty dollars). 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 interest of the Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Club or of 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 Recording Secretary shall promptly send a 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 his own defense and bring witnesses if he wishes.

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 of the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present reprimand or 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 Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put into 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 Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges, the findings, and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The members shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII

Amendments

SECTION 1. Amendments to the Constitution and Bylaws and to the Standard for Maltese may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the

Board by the Recording Secretary for a vote within three (3) months of the date when the petition was received by the Recording Secretary.

SECTION 2. The Constitution and Bylaws and the Standard for Maltese may be amended at any time provided a copy of the proposed amendment has been mailed by the Recording Secretary to each 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 IV, Section 5 (d), shall be followed in handling such ballots to assure secrecy of the vote. Notice with such ballot shall specify a date not less than thirty (30) days after the date postmarked by which date the ballots must be returned to the Recording Secretary to be counted. The favorable vote of two-thirds (2/3) of the members in good standing, whose ballots are returned within the time limit, shall be required to effect any such amendment.

SECTION 3. No amendment to the Constitution and Bylaws or to the Standard for the Maltese 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 two-thirds (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 so designated 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 Board
- Report of President
- Report of 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 last meeting
Report of Secretary
Report of Treasurer
Reports of Committees
Unfinished business
Election of new members
New business
Adjournment

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 Bylaws and any other special rules of order the Club may adopt.

SECTION 2. If there is any conflict between the American Maltese Association, Inc. Constitution and these Bylaws, the terms of the American Maltese Association, Inc. Constitution shall control. In the case of any conflict between these Bylaws and the Standing Rules, these Bylaws shall control.

(Amended May 20, 2009)