



Dominique Club of America Constitution & By-Laws

ARTICLE I: Name and Objectives

SECTION 1. Club Name.

The name of the club shall be **The Dominique Club of America.**

SECTION 2. Club Objectives.

The objectives of the club shall be:

- (a) To encourage and promote quality in the breeding of pure bred American Dominiques, and to do all possible to bring their qualities to perfection;
- (b) To encourage the organization of independent local Dominique Clubs in those areas where there are sufficient fanciers of the breed to meet the requirements of the American Poultry Association and the American Bantam Association;
- (c) To urge members and breeders to accept the standards of the breed as approved by the American Poultry Association and the American Bantam Association as the only standard of excellence by which American Dominique 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 poultry shows;
- (e) To conduct shows under the Rules and Regulations of the American Poultry Association & the American Bantam Association;
- (f) To follow the guidelines set forth in the constitution, code of ethics and by-laws of this club, the American Poultry Association, and the American Bantam Association.

SECTION 3. Club Operations.

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. By-Laws.

The members of the club shall adopt and may from time to time revise such by-laws as may be required to carry out these objectives.

ARTICLE II: Membership

SECTION 1. Membership classes and Eligibility.

There shall be two (2) types of membership, open to all persons who subscribe to the purposes of this club.

- (a) **Regular Membership.** Regular membership is open to persons aged 18 years or older who display a sincere, continuing interest in bettering the breed. These members enjoy all club privileges including the right to vote, hold office, and are counted in a quorum, as long as the requirements for membership are met.
- (b) **Junior Membership.** Junior members may participate in Club activities and receive Club publications; but may not vote or hold office. Dues will be at a reduced rate for Junior Members as established by the Board. Junior Membership will be accepted once their application has been received, and the Junior notified of membership. Junior membership may be converted to regular membership upon reaching their 18th birthday.

SECTION 2. Dues.

Membership dues shall not exceed Ten Dollars (\$10.00) per year, payable on or before the first day of January 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. For persons elected to membership during the last quarter of the year (Oct.-Dec.), their dues will be considered paid through December of the following year. Dues may be set from time to time by the board within the maximum of \$10.00. In any current year when the board has taken no action by October 1, to change the dues, the amount assessed for the current year shall continue in effect for the ensuing year.

SECTION 3. 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 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. A membership is lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however, the Board may grant an additional 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.
- (c) By expulsion. A membership may be terminated by expulsion as provided in Article VII of these by-laws.
- (d) By the member's death. Any member who passes away during their membership year shall still be eligible for Member of the Year and Master Exhibitor Awards for that year.

ARTICLE III: Meetings

SECTION 1. Annual General Meeting (AGM).

The Annual General Meeting of the Club shall be held between March 1st and October 31st of the year, at a place, date, and hour designated by the Board of Directors. Written notice of the annual meeting shall be mailed by the secretary to each member at least 30 days prior to the date of the meeting. The quorum for the Annual General Meeting shall be 20% of the members in good standing.

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 a meeting of the Board, or who vote by mail; and shall be called by the Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such meetings shall be held at such a place, date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the 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 20% of the members in good standing.

SECTION 3. Board Meetings.

The first meeting of the newly elected Board shall be held in conjunction with the incumbent Board immediately following the AGM. Other meetings of the Board of Directors shall be held monthly at such times and places as are designated by a majority vote of the entire Board. Meeting participation shall be by electronic, telephone, Internet or other means as agreed in advance by all Board members and as permitted by law. Such means must permit each Board Member equal access, provide for procedures for establishing quorum and recording votes, and establish how security issues will be handled. Written notice of each such meeting shall be mailed or emailed by the Secretary to each member of the Board at least 14 days prior to the date of the meeting. Mail voting is only acceptable if a detailed ballot is used to replace a Board member meeting and if the by-laws provide for;

- 1) A motion that is identical to the mail ballot,
- 2) Documentation or background material is available in advance, and
- 3) Records will be kept by the Secretary.

The quorum for a Board Meeting shall be five (5) Board members voting.

Article IV: Officers

SECTION 1. Credentials for Officers and Board Members.

All board members and officers must meet the following criteria;

- 1) Must be a member in good standing with the Club.
- 2) Must have owned or own American Dominiques.
- 4) Must be a resident of the United States and be eighteen years of age or older.

SECTION 2. Automatic Removal of Officers.

An officer shall automatically be removed from the board;

- 1) Upon the effective date of an officer's resignation,
- 2) If found by a court to be of unsound mind,
- 3) If the officer is found guilty under the Animal Cruelty Act, or
- 4) If an officer loses privileges with the APA or ABA.

SECTION 3. Board of Directors.

The Board will be comprised of President, Vice-President, Secretary, Show Secretary and Treasurer. All Members in good standing will vote for all the Officers of the Club. Board members shall serve two (2) years.

SECTION 4. Officers.

President – one (1) vote

- (a) Shall preside at all meetings of the Club and Board.
- (b) Supervise the other Officers in the execution of their duties.
- (c) Be an ex-officio of all committees except the Nominating Committee.
- (d) Shall have duties and powers normally appurtenant to the Office of President in addition to those particularly specified in these By-laws.

Vice-President – one (1) vote

- (a) Shall have all the duties and exercise the power of the President in case of the President's death, absence or incapacity.

Secretary – one (1) vote

- (a) Conduct the correspondence of the Club.
- (b) Issue notices of meetings of the Club.
- (c) Keep minutes of meetings of the Club and publish said reports in the newsletter for the membership.
- (d) Have custody of all records and documents of the Club except those required to be kept by the Treasurer.
- (e) Maintain the register of members, provide new members all materials required for membership, and members of their election to Office.
- (f) Attend meetings and prepare the minutes of the meetings.
- (g) Record all votes of all proceedings.
- (h) Perform other duties as prescribed by the Board.

If the Secretary is absent, the Board shall choose one of their numbers to act as Secretary.

Treasurer – one (1) vote

- (a) Keep the financial records and accounting.
- (b) Have custody of the funds and securities of the Club and deposit all monies, securities and other valuables to the credit of the Club in a bank approved by the Board of Directors.

- (c) Disburse the funds of the Club as may be directed and taking proper vouchers for such disbursements.
- (d) Render financial statements to the Board and membership at the AGM, in the Club's quarterly newsletter, and when requested by the Board.
- (e) Sign checks.
- (f) In conjunction with the Secretary, keep a current membership list, to do the appropriate mailings.

The Treasurer shall be bonded in such an amount as the Board of Directors shall determine.

Show Secretary- one (1) vote

- (a) Keep records of any specials offered and awarded by the Dominique Club.
- (b) Serve as the contact person to report and claim any awards won at shows.
- (c) To correspond with show secretaries at sanctioned shows regarding Club awards offered and won.
- (d) To report winning Dominiques in the Club in the Club's quarterly newsletter.
- (d) To perform any other duties pertinent to the office.

Retiring President

Shall assume the position of Advisor to the Board, with no voting privileges. The retiring President will remain in position on the Board for a period of one year following the end of their term in Office.

SECTION 5. Vacancies.

Any vacancies occurring on the Board or among the officers during the year shall be filled for the unexpired term of the office (until the next annual election) by a majority vote of all the then members of the Board; except that 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.

ARTICLE V: The Club Year, Voting, Nominations, Elections

SECTION 1. The Club Year.

The Club's fiscal year shall begin on the first day of January and end on the last day of December. The Club's official year shall begin on September 1st and end on August 31st. There will be a transitional period with the newly elected Board and the Incumbent Board. The first meeting of the Transitional Board will take place immediately after the AGM. The Incumbent Board has 30 days from the date of

the election to turn over all properties and records relating to the Offices within the Club. The newly elected club officers shall take office on September 1st.

SECTION 2. Voting.

Each member in good standing, whose dues are paid for the current year, shall be entitled to one (1) vote at the AGM or any special meeting of the Club at which they are present. Proxy voting will not be permitted at any Club meeting or election. The annual election of Officers and amendments to the constitution and by-laws (and the standard for the breed) which shall be decided by written ballot cast by mail. The Board of Directors may decide to submit other specific questions for decision by the members by written ballot cast by mail.

SECTION 3. Annual Election.

The election of Officers shall be conducted by secret ballot. Ballots to be valid must be received by the Secretary by February 15th. At the Annual General Meeting, ballots shall be counted by three (3) inspectors of election who are members in good standing and neither members of the current Board nor candidates on the ballot (and who shall be chosen by members present at the meeting). The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time of the meeting, 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 in this constitution.

SECTION 4. Nomination and Ballots.

No person may be a candidate in a Club election who has not been nominated in accordance with these by-laws. A Nominating Committee shall be chosen by the Board of Directors before August 15th. The committee shall consist of three members from the three (3) Regions of the U.S.A., and two alternates, all members in good standing, no more than one of whom may be a member of the current Board of Directors. The Board shall name a chairman for the Committee. The Nominating Committee may conduct its business by mail, Email, or FAX following the same rules and regulations that are required by the Board of Directors to conduct business.

- (a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office. The Committee shall procure the acceptance of each nominee so chosen. The Committee shall then submit its slate of candidates to the Secretary who shall mail

the list, including the full name of each candidate and the name of each state in which he/she resides, to each member of the Club on or before the 15th of November, 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 Secretary and postmarked on or before December 15th, signed by five (5) members and accompanied by the written acceptance of each of such additional nominee signifying his/her willingness to be a candidate.
- (c) If no valid additional nominations are postmarked on or before December 15th the Nominating Committee's slate shall be declared elected at the time of the Annual General Meeting and no balloting will be required.
- (d) If one or more valid additional nominations are postmarked on or before December 15th the Secretary shall on or before January 15th, mail to each member in good standing a ballot listing all the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a blank envelope and a return envelope addressed to the Secretary marked "ballot" and bearing the name of the member to who it was sent. So that the ballots may remain secret, each voter after marking their ballot shall seal it in the blank envelope, which in turn shall be placed in the second envelope, addressed to the Secretary. The inspectors of election shall check the list against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelope, and shall certify the eligibility of the voters as well as the results of the voting which shall be announced at the Annual General Meeting.
- (e) Nominations cannot be made at the Annual General Meeting or in any manner other than as provided above.

ARTICLE VI: Committees

SECTION 1. Formation of Committees.

The Board may each year appoint standing committees to advance the work of the Club in such matters as poultry shows, trophies, 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. Termination of Committees.

Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee, and the board may appoint successors to those persons whose services have been terminated.

ARTICLE VII: Discipline

SECTION 1. Club Suspension.

Any member who is suspended from either the American Poultry Association or the American Bantam Association will be suspended from this club for like time.

SECTION 2. Expulsion.

Expulsion of a member from the club may be accomplished only at the Annual General Meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in this constitution. The defendant shall have the privilege of appearing in 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, if present, to speak on their own behalf. The meeting shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

ARTICLE VIII: Amendments

SECTION 1. Proposed Amendments.

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 Secretary signed by twenty (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 Secretary for a vote within three months of the date when the Secretary received the petition.

SECTION 2. Amendment Procedure.

The constitution and bylaws (or the Standard for the breed) may be amended at any time provided a copy of the proposed amendment has been mailed by the 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 V, Section 4(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 30 days after the date postmarked by which date the ballots must be returned to the Secretary to be counted. A vote of sixty percent (60%) of the total membership in good standing and a favorable vote of two third (2/3) of those who return valid ballots within the time frame limit shall be required to effect any such amendment.

ARTICLE IX: Club Dissolution

SECTION 1. Voting For Dissolution.

The Club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing.

SECTION 2. Dissolved Club Assets.

In the event of the dissolution of the Club, other than for purpose 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 the Dominique selected by the Board of Directors.

ARTICLE X: Order of Business

SECTION 1. Club Meetings Order of Business.

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:

1. Roll Call
2. Minutes of the last meeting
3. Report of President
4. Report of Secretary
5. Report of Treasurer
6. Report of Committees
7. Election of Officers and Board (at annual meeting)

- 8. Unfinished business
- 9. New business
- 10. Adjournment

SECTION 2. Board Meetings Order of Business.

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

- 1. Reading of minutes of last meeting
- 2. Report of Secretary
- 3. Report of Treasurer
- 4. Reports of Committees
- 5. Unfinished business
- 6. New Business
- 7. Adjournment

ARTICLE XI: Parliamentary Authority

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.

This document was duly voted on and approved by the Membership on this day, _____ . It shall be the governing document in force until such time as it is amended by the Dominique Club of America.

Board of Directors Signatures

- President _____
- Vice-President _____
- Secretary _____
- Treasurer _____
- Show Secretary _____