

**BLACK RUSSIAN TERRIER CLUB OF AMERICA, INC.  
CONSTITUTION and BYLAWS**

**CONSTITUTION**

**ARTICLE I**

**Name and Objectives**

**SECTION 1.** The name of the Club shall be The Black Russian Terrier Club of America, Inc. (“BRTCA”)

**SECTION 2.** The objectives of the Club shall be:

- A. The stewardship of the Black Russian Terrier in the United States by encouraging quality in breeding, education, and ethical responsibility.
- B. To maintain the natural qualities of the Black Russian Terrier.
- C. To encourage the organization of independent local Black Russian Terrier Clubs where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club.
- D. To have members and breeders accept the Breed Standard as approved by The American Kennel Club (“AKC”) as the standard of excellence by which the Black Russian Terrier shall be judged.
- E. To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at conformation shows, companion events and performance events.
- F. To conduct sanctioned matches, specialty shows, and any other events for which the club is eligible under the rules and regulations of the AKC.
- G. To facilitate courteous and professional communication among all Club members.

**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 Constitution, Bylaws, and Breed Standard under the provisions of Article VII of the Bylaws as may be required to carry out the objectives stated in Section 2 above.

**BYLAWS**

**ARTICLE I**

**Membership**

**SECTION 1. Eligibility.** There are five (5) types of membership open to persons who are in good standing with The AKC and who subscribe to the objectives of this Club. A member in good standing is defined as a person who is current in his or her membership dues, has agreed to abide by the Club’s Code of Ethics, and is not under any suspension by the AKC or the BRTCA.

- A. **Regular membership** - Open to individual persons eighteen (18) years or older who are residents of the United States, including its island states and territories. Regular members shall enjoy all the rights and privileges of club membership.
- B. **Family membership** - Open to two (2) individual persons residing in the same household eighteen (18) years or older who are residents of the United States, including its island states and territories, and all their children between the ages of eight (8) years and under eighteen (18) years primarily residing in the same household. Both adult members shall be considered to be two (2) individual Regular members and enjoy all the rights and privileges of the club. All the children will be considered to be individual Junior members and enjoy all the rights and privileges of a Junior Membership.
- C. **Foreign membership** - Open to individual persons eighteen (18) years or older who are not residents of the United States, including its island states and territories. These individuals are entitled to all privileges except voting, service on the Board of Directors, or service as an AKC Delegate. Foreign members

are not to be computed in determining a quorum. Applications for membership need not require sponsors or approval process applicable to prospective Regular applicants. Foreign members who were currently considered “Regular Members” under the previously approved Bylaws shall remain as “Regular Members” under these revised Bylaws for so long as such member maintains continuous and uninterrupted membership and remains in good standing as any other Regular Member.

D. **Affiliate membership** - Open to persons eighteen (18) years of age or older who are residents of the United States including its island states and territories, who have no sponsors for Regular membership. Affiliate members enjoy all of the privileges of the Club except the right to vote, to serve on the Board of Directors, or serve as an AKC Delegate. Affiliate members are not computed in determining a quorum.

E. **Junior membership** - Open to persons between the ages of eight (8) years and under eighteen (18) years of age. Junior members cannot vote, serve on the Board of Directors, or serve as an AKC Delegate. Upon reaching eighteen (18) years of age, Junior members in good standing may submit an application for Regular membership without the need for sponsorship.

**SECTION 2. Dues.** Annual membership dues for each type of membership, payable on or before the first day of January each year, and reinstatement fee shall be established by a majority vote of the Board of Directors not later than October of the preceding year, and shall not exceed Seventy-Five Dollars (\$75.00) per year. During the month of November the Treasurer shall send to each member a membership renewal form for the ensuing year. Annual dues paid in the months of October, November or December with new member applications shall apply to the next year’s annual dues due January 1st, and no renewal application or additional dues shall be required for that year. Renewing members who have not returned their signed, completed renewal forms and paid their current dues by February 15 shall be removed from the membership roll. Members who have been dropped from the membership roll due to non-payment of current annual dues for that year may be reinstated to their former membership status upon application and payment of all dues and any reinstatement fee established by the Board. Reinstatement applies only to the current year in which the membership was dropped. Any member who is indebted to the Club for any reason shall pay said debt when due.

**SECTION 3. Election to Membership.** For all membership categories each applicant for membership shall apply on a form as approved by the Board of Directors. This form shall provide that the applicant agrees to abide by the BRTCA’s Constitution and By-Laws, the BRTCA Code of Ethics, and the rules of the AKC. All applications must be submitted with the applicable dues payment for the current year to the Corresponding Secretary or such other director designated by the Board.

A. For Regular and Family members the application shall carry the endorsement of two (2) current Regular members of the Club in good standing. The names of prospective members shall be published in the next issue of the Club Newsletter or by some other means. After ninety (90) days, the Board of Directors shall then vote on approving these applicants for membership by secret ballot at any meeting of the Board of Directors or by secret vote of the Directors by mail. An affirmative vote of 2/3 of the Directors present at a meeting and voting by secret written ballot or of 2/3 of the entire board voting by mail by secret ballot, shall be required to elect an applicant. An applicant who is declined for membership shall be apprised by the Board of the justification for such decision. An applicant who fails to receive the required majority affirmative vote of the Board may request in writing to the Corresponding Secretary that his application be presented to the membership at the next Annual Meeting of the Club at which a quorum is present as specified in Section 1 of Article II of these Bylaws. A favorable vote of two-thirds (2/3) of the members present by secret ballot will elect to Regular membership. An applicant rejected for Regular membership by vote of the Board or membership may not reapply for Regular membership for one (1) year following such vote. Such applicant remains an Affiliate member until voted in to Regular membership unless earlier terminated pursuant to Article I, Section 4.

- B. An Affiliate member may apply to become a Regular member after obtaining sponsorship as set forth in paragraph A above, after twelve (12) months of continuous membership by sending a letter of intent to the Corresponding Secretary.
- C. A Board member may, for valid reason, recuse him/herself from voting on any application and his/her vote shall not be included in the total number of Board members from which a majority vote is required.
- D. The Club shall supply a copy of its Constitution and Bylaws, Code of Ethics and current AKC accepted Breed Standard to all members in good standing in the year in which they become a member

**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 Corresponding Secretary, but there will be no refunding of fees or dues. However, no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- B. **By lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after February 15 of each year. No member shall be able to serve on the Board of Directors, serve as AKC Delegate, be entitled to vote, or to give notice to amend the Constitution and/or Bylaws if, at any time, that member is in arrears of dues. Members who have been dropped from the membership roll due to non-payment of current annual dues for that year may be reinstated to their former membership status upon application and payment of all dues and any reinstatement fee established by the Board. Reinstatement applies only to the current year in which the member was dropped.
- C. **By expulsion.** A membership may be terminated by expulsion as provided in Article VI of these Bylaws. If a member is terminated by expulsion there will be no refunding of fees or dues.

**ARTICLE II**

**Meetings/Notification**

**SECTION 1. Annual Meeting.** The Annual Meeting place, date, and hour will be set by the Board of Directors at least three (3) months in advance of the chosen date. The Annual Meeting shall be held in conjunction with the National Events, if possible, during the month of September, October or November. Matters to be placed on the agenda must be submitted to the Corresponding Secretary in writing at least 45 days prior to the Annual Meeting. Written notice of the Annual Meeting shall be mailed by the Corresponding Secretary to each member's last known address at least thirty (30) days prior to the date of the meeting. The quorum for the Annual Meeting shall be ten (10) percent of the Regular 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 Board of Directors who are present at a meeting or who vote by mail (fax or email); and shall be called by the Corresponding Secretary upon receipt of a petition signed by ten (10) percent of the members of the club who are in good standing. Such a meeting shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of such meeting shall be 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 (10) percent of the Regular members in good standing.

**SECTION 3. Board Meetings.** The Board of Directors shall meet not less than four (4) times per year. The first meeting of the Board of Directors shall be held in January each year. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President, Corresponding Secretary, or by a majority vote of the entire Board. Meetings of the Board of Directors may be held in person or by teleconference or videoconference. Written notice of each such meeting shall be mailed, e-mailed, or faxed by the Corresponding Secretary to each member of the Board at least fourteen (14) days

prior to the date of the meeting. The fourteen (14) day written notice may be waived if signed by  $\frac{3}{4}$  of the Board. The quorum for a Board meeting shall be a majority of the Board. The Board of Directors may also conduct business by mail, facsimile, teleconferencing, videoconference, or e-mail provided it does not conflict with any other provision of these Bylaws. In order for business (voting) to be conducted by e-mail, every board member must be provided with the means to participate; a procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible board members; a mechanism must be in place to verify that the eligible board members are “listening,” and all board members must agree to participate in this manner. Items voted upon by mail, facsimile or email shall be confirmed in writing by the Recording Secretary within 15 days.

**SECTION 4. E-Mail Notification.** Member notification of club meetings, including dues notices, minutes, newsletters, polling of members or notice of other Club business, and board members notification of board meetings and other Club business, may be communicated through email provided that the member or board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, shall also release the Club from liability should the notification be received late or not received by the member or board member due to circumstances beyond the Club’s control.

### **ARTICLE III**

#### **Directors, Officers and Delegate**

##### **SECTION 1. Board of Directors.**

- A. The Board of Directors shall be comprised of the Officers: President, Vice President, Corresponding Secretary, Recording Secretary, and Treasurer and four (4) other persons acting as Directors, all of whom shall be Regular members in good standing. Each Board member shall be elected for one (1) two (2)-year term as provided in Article IV and shall serve until his/her elected successor takes office. General management of the Club’s affairs shall be entrusted to the Board of Directors. Except for the position of Treasurer, no member may serve for more than three (3) consecutive terms in the same office.
- B. Any Officer or Director who fails to attend six meetings in any term or three (3) consecutive Board meetings will be deemed to have vacated his/her position unless just cause was determined by the Board.
- C. No two Officers or Directors from the same immediate family or who cohabituate may be elected and/or serve at the same time.
- D. An officer or director unable to or unwilling to fulfill the duties of his/her office may be removed from the Board upon a  $\frac{2}{3}$  majority vote of the Board, after written notice to the board member outlining the deficiencies in the performance of his/her duties and providing a reasonable opportunity for the board member to cure such deficiencies. Should the board member thereafter fail to demonstrate satisfactory improvement in implementing his/her duties, the Board may ask the board member to resign his/her position or may be removed from office upon a  $\frac{2}{3}$  majority vote of the entire Board, less the board member in question. The vacancy created by the resignation or removal of the board member shall be filled pursuant to Article III, Section 4.

**SECTION 2. Officers.** The Club’s Officers, consisting of the President, Immediate Past President, Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer, shall serve in their respective capacities both with regard to the Club and its meeting and the Board and its meetings. All Officers must be bondable and insurable.

- A. The President shall preside at all meetings of the members and of the Board of Directors 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 Immediate Past President may serve as a non-voting member of the Board and shall hold such title until the next President completes his term of office. The Immediate Past President may attend all

meetings of the Board, and shall assist by sharing presidential knowledge and experiences of the previous administration. The Immediate Past President may perform such duties as the Board may require.

C. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity, and shall perform such other duties assigned to him or her by the President or by the Board of Directors.

D. The Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken, and of all matters of which a record shall be ordered by the Club.

E. The Corresponding Secretary shall have charge of correspondence, notify members of meetings, notify new members of their election to membership, and shall notify Officers and Directors of their election to office. This Secretary shall keep a roll of all the members of the Club with their addresses.

F. The Treasurer shall be responsible to collect and receive all monies due or belonging to the Club, shall be responsible for payments of debts, and shall be responsible for providing all financial reports as may be required consistent with generally accepted accounting principles, including profit and loss statements, income statements, balance sheets, reconciliation reports, and such other financial reports as may be required, including maintaining compliance with IRS filing regulations. Monies shall be deposited in a bank approved by the Board in the name of the Club. The account(s) shall at all times be open for inspection of the Board. Monthly financial reports shall be provided to the Board documenting the condition of the club's finances, including itemization of receipts or payments not previously reported. An annual accounting shall be provided to the membership including an income statement and balance sheet delineating all monies received and expended during the previous fiscal year. The Club's accounts shall be subject to such audits and disbursement regulations as prescribed by the Board.

**SECTION 3. AKC Delegate.** When allowed by the AKC, the BRTCA shall have a Delegate to the AKC. The AKC Delegate is the liaison between BRTCA and the AKC and represents the Club in matters concerning Club policy and interaction with the AKC and votes on matters of concern to the sport and to BRTCA. The Delegate shall be expected to attend the AKC Delegate meetings and provide a written report to the Board of AKC proceedings and all AKC business relevant to the BRTCA. Such Delegate shall be elected by majority vote of the full Board of Directors at its first meeting of the year for a two (2) year term unless earlier terminated and replaced by a majority vote of the Board of Directors. The Delegate need not be a BRTCA Officer or Director and may serve unlimited terms.

**SECTION 4. Vacancies.** Any vacancies occurring on the Board or among the Officers during the year shall be filled by a majority vote of the remaining members of the Board until the next annual general election. However, a vacancy in the office of President shall be filled automatically by the Vice President and then the resulting vacancy in the office of Vice-President shall be filled by the Board as explained above.

## **ARTICLE IV**

### **Club Year, Voting, Nominations, and Elections**

**SECTION 1. Club Year.** The Club's fiscal year shall begin on the 1st day of January and end on the last day of December. The Club's official year shall begin immediately at the conclusion of the election and shall continue through the next election. The elected officers and directors shall take office on January 1 and each retiring officer/director shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

**SECTION 2. Voting.** At the Annual Meeting or at a Special Meeting of the Club, voting shall be limited to those Regular members in good standing who are present at the meeting. The annual election of Officers and Directors, or amendments to the Constitution, Bylaws or the Breed Standard shall be decided by a written secret ballot cast by mail. Voting by proxy shall not be permitted.

**SECTION 3. Annual Election.** The position of President, Vice President, Recording Secretary and two directors shall serve an initial one year term and the Corresponding Secretary, Treasurer and two directors shall serve a two-year term for the first election after adoption of these new bylaws. The election of Officers and Directors shall be conducted by secret ballot. The Board shall designate an independent professional to send, receive and count the ballots. To be valid ballots must be received by the independent professional designated by the Board of Directors by November 1.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee running opposed and prior to close of balloting is unable to serve for any reason, such nominee shall not be elected and the next nominee receiving the greatest number of votes shall be deemed elected. If any nominee running unopposed at the time of election is unable to serve for any reason, such vacancy shall be filled by the Board of Directors in the manner provided by Article III, Section 4.

**SECTION 4. Nominations and Ballots.** No person may be a candidate in a Club's election if not nominated in accordance with these Bylaws. A Nominating Committee and chairperson shall be appointed by the Board of Directors before July 10 every year. The Committee shall consist of three (3) members, preferably from different geographic areas of the United States, and two (2) alternates, all Regular members in good standing, no more than one (1) of whom may be a member of the current Board of Directors. The committee may conduct its business by mail, fax, email, or teleconference.

A. The Nominating Committee shall nominate from among the eligible Regular members of the Club, one (1) candidate for each eligible office and for each position on the Board of Directors. The Committee shall secure the written acceptance of each nominee chosen. In selecting nominees, the Committee should consider geographical representation of the membership to the Board to the extent that it is practical to do so. The Committee shall then submit its slate of candidates to the Corresponding Secretary who shall mail the list, including the full name of each candidate and the name of the state in which he/she resides, to each member on or before September 10.

B. Additional nominations of eligible members may be made by written petition addressed to the Corresponding Secretary and postmarked on or before October 10, signed by five (5) Regular members and accompanied by the written acceptance of each such additional nominee signifying his or her willingness to be a candidate. No person shall be a candidate for more than one position.

C. If no valid additional nominations are postmarked on or before October 10, the Nominating Committee's slate shall be declared elected and shall assume office as of the 1st day of January and no voting will be required.

D. If one or more valid additional nominations are received postmarked on or before October 10, the independent professional designated by the Board shall, on or before November 10, mail to each member in good standing a ballot listing all nominees for each position, in alphabetical order, with the names of the states in which they reside, and, if available, a short biography on each candidate, together with a blank envelope and a return envelope addressed to the independent professional marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after casting his or her ballot, shall seal it in the blank envelope which, in turn shall be placed in the second envelope addressed to the independent professional firm. Ballots must be returned no later than 30 days from mailing by the independent professional. The independent professional shall check the return name on the envelope against the list of Regular members in good standing 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 to the Corresponding Secretary within fourteen (14) days of close of balloting. The Corresponding Secretary shall promulgate the election results to the members within fourteen (14) days thereafter.

E. Nominations cannot be made 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 as appropriate. 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.** A 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.

**SECTION 3.** The Committee or Board of Directors may canvass the Membership for decisions or opinions as may be necessary to carry out its duties pursuant to Article II, Section 4.

## ARTICLE VI

### Discipline

**SECTION 1. Suspension.** Any member who is suspended from any of the privileges of the AKC, automatically shall be suspended from the privileges of the Black Russian Terrier Club of America, Inc. for a like period.

**SECTION 2. Charges.** Any member may press charges against another member within one year of the occurrence 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 fifty dollars (\$50.00), which shall be forfeited if such charges are not sustained by the Board of Directors or a Disciplinary Committee following a hearing. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board of Directors or present them at a board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club or 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 three weeks nor more than six 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 his own defense and bring witnesses if he wishes.

**SECTION 3. Board Hearing.** The Board of Directors or Committee shall have complete authority to decide whether counsel may attend the hearing, provided that both complainant and defendant shall be treated uniformly in this regard. Should the charges be sustained after hearing all evidence and testimonies presented by the complainant and defendant, the Board of Directors or Committee may, by a simple majority vote of those present, decide to reprimand or suspend the defendant from all privileges of the club for not more than six (6) months from the date of the hearing or until the next Annual Meeting if that meeting will occur after six (6) months from the date of the hearing. If the Board of Directors or the Committee decides that this sanction is insufficient, the Board of Directors or the Committee may recommend to the membership that the penalty be expulsion. In this case, the recommendation for expulsion shall not restrict the defendant's right to appear before the membership which considers the recommendation of the Board of Directors or the Committee at the ensuing Annual Meeting. The Corresponding Secretary shall then notify each of the parties of the decision and penalty, if any.

**SECTION 4. Expulsion.** Expulsion of a member from the Club may be accomplished only at the annual meeting of the club following a hearing and upon the recommendation of the Board of Directors as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his/her own behalf though no evidence may be presented at this meeting. The President shall read the charges, findings and recommendations, and shall invite the defendant to speak in his/her own behalf. The members present in a sufficient quorum shall then vote by secret ballot on the proposed expulsion. A two-thirds (2/3) majority vote of those Regular members in good standing present and voting at the Annual meeting shall be required for expulsion. If expulsion is rejected, the suspension and other penalties, if applicable, shall stand.

## **ARTICLE VII**

### **Amendments**

**SECTION 1.** Amendments to the Constitution, Bylaws, and official Breed Standard may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by twenty (20) percent of the Regular members in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted by the Corresponding Secretary to the members with recommendations of the Board of Directors for a vote within three (3) months of the date of the receipt of the petition by the Corresponding Secretary.

**SECTION 2.** The Constitution, Bylaws, and official breed standard may be amended at any time, provided a copy of the proposed amendment has been mailed by the Corresponding Secretary to each member in good standing, 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 4 (D) shall be used in handling such ballots, to insure secrecy of the vote. A notice accompanying this ballot shall specify a return due date of at least thirty (30) days after the date postmarked on the notice. The ballots must be returned to the Secretary by this due date to be counted. A favorable vote of two-thirds (2/3) of the Regular members in good standing who return valid ballots 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 breed) that is adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

## **ARTICLE VIII**

### **Dissolution**

**SECTION 1.** The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the Regular 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, or any proceeds thereof nor any assets of the club shall be distributed to any members of the club. After payment of the debts and liabilities of the club, its property and remaining assets shall be given to a charitable organization for dogs (located in the USA) to be selected by the Board of Directors.

## **ARTICLE IX**

### **Order of Business**

**SECTION 1.** At meetings of the Club, the order of business, to the extent that the character and nature of the meeting may permit, shall be as follows:

Roll Call

Minutes of the preceding meeting

Report of the President

Report of the Corresponding Secretary



Report of the Recording Secretary  
Report of the Treasurer  
Reports of Committees  
Announcement of Election Results of Officers and Board of Directors (at annual meeting)  
Election of new members  
Unfinished business  
New business  
Adjournment

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

Roll Call  
Reading of the minutes of preceding meeting  
Report of the President  
Report of Corresponding Secretary  
Report of the Recording Secretary  
Report of Treasurer  
Report 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.