

# West Highland White Terrier Club Of Northern Ohio

## CONSTITUTION and BY-LAWS

*Revised April 12, 1996*

### CONSTITUTION

#### ARTICLE I NAME AND OBJECTS

- Section 1. The name of the Club shall be The West Highland White Terrier Club of Northern Ohio.
- Section 2. The Club shall be governed by these Constitution and By-laws and in accordance with Robert's Rules of Order.
- Section 3. The Objects of the Club shall be:
- A. To encourage and promote the breeding of pure-bred West Highland White Terriers and to do all that is possible to bring their natural qualities to perfection.
  - B. 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 West Highland White Terriers shall be judged.
  - C. To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials, tracking tests, working terrier trials, earthdog events, and agility events.
  - D. To conduct sanctioned matches, licensed specialty shows, trials, and/or events under the rules of The American Kennel Club.
- Section 4. 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 be to the benefit of any member or individual.

### BY-LAWS

#### ARTICLE I MEMBERSHIP

- Section 1. There shall be four classes of membership; active, family, junior, and life; open to all persons who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.

Active: Active Members, 18 years or older, shall be entitled to all privileges of the Club; to vote, hold office and participate in all Club-sponsored competitions and activities.

Family: Family Members, husband, wife, and all children living in the same household who are not yet 18 years of age, shall be entitled to all privileges of the Club and may participate in all Club activities. Only members 18 years of age or older may vote or hold office. Tenure as a Family Member while under 18 years of age does not apply to the period required for Life Membership.

Junior: Junior Members, under 18 years of age, shall be entitled to all privileges of the Club and may participate in all Club activities, but may not vote or hold office. Tenure as a Junior member does not apply to the period required for Life Membership.

Life: Life Membership shall automatically be conferred upon any member who has been on the Club's Active or Family Membership rolls for a period of fifteen (15) consecutive years. A Life Member shall enjoy all of the privileges of Active Membership, but shall be exempt from the payment of dues.

While Club membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

In case a dog is owned in partnership, or by a kennel composed of more than one owner, only the member/members of the West Highland White Terrier Club of Northern Ohio shall be eligible to receive awards.

## Section 2. Annual Membership Dues

Annual membership dues shall be determined by the Board of Directors.

All dues are payable on or before the last day of August each year, after which a late fee will be assessed, the amount to be determined by the Board. No member shall be eligible to vote whose dues are not paid for the current fiscal year. During the month of July, each member shall be sent a statement of his/her dues for the forth-coming year.

## Section 3. Election of Membership

Each person applying for Club membership shall do so on a board approved form and agree to abide by these Constitution and By-laws and the rules of The American Kennel Club. The application shall include the name, address, and occupation of the applicant. It also shall carry the endorsement of two Club members, in good standing, each of whom have been members for not less than one year and not Family Members residing in the same household. Letters of recommendation from each sponsor must be submitted with the application. The name and address of each applicant, along with the names and addresses of both sponsors shall be printed in one issue of the Club's official publication before said applicant may be presented to the Board for consideration. Dues payment for the current fiscal year shall accompany the application. If membership approval occurs after June 1 but before August 31, those dues are applicable to the next fiscal year.

Applicants may be elected at any meeting of the Board of Directors or by written vote of the Directors by mail. Affirmative votes of 2/3 of the Directors present at a meeting of the Board or of 2/3 of the entire Board voting by mail, shall be required to elect an applicant.

An application which 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 75% of the members present.

Section 4. Termination of Membership

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.

B. By Lapsing

A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid ninety (90) days after the first day of the fiscal year. In no case may a person, whose dues are unpaid as of the meeting's date, be entitled to vote.

C. By Expulsion

A membership may be terminated by expulsion as provided in Article VI of these constitution and by-laws.

D. The interest of any member in the property of the Club ceases with the termination of his membership.

ARTICLE II  
MEETINGS AND VOTING

Section 1. Club Meetings

Meetings of the Club shall be held in the Greater Cleveland Area, on the second Wednesday in the months of February, April, June, October, and December in each year, at such hour and place as may be designated by the Club's President. Notification of each meeting shall be made to the members at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be 2/3 of the members present.

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 and voting at any regular or special meeting of the Board, or by the Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held in the Greater Cleveland Area, at such hour and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meetings shall be mailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting; and said notice shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such meetings shall be 2/3 of voting members present.

Section 3. Board Meetings

Meetings of the Board of Directors shall be held in the Greater Cleveland Area, prior to each Club meeting, at such hour and place so designated by the President. Notification

of each meeting shall be made at least ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be five (5) members of the Board. An affirmative vote of 2/3 of the Board members present is required to pass a resolution.

Section 4. Special Board Meetings

Special meetings of the Board may be called by the President, or by the Secretary upon receipt of a written request by at least three (3) members of the Board. Such special meetings shall be held in the Greater Cleveland Area, at such hour and place as may be designated by the person authorized herein to call such meetings. Notification of such meetings shall be made at least five (5) days and not more than seven (7) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be five (5) members of the Board. An affirmative vote of five (5) Board members is required to pass a resolution.

Section 5. Annual Meeting

The annual meeting of the Club shall be held in the Greater Cleveland Area, in conjunction with the Club's annual specialty show, at a place, date, and hour so designated by the Board of Directors. The quorum for this meeting shall be 2/3 of the membership present. Written notice for this meeting will be sent to all members at least fourteen (14) days prior to the meeting.

Section 6. Voting

Each member in good standing whose dues are paid for the current year shall be entitled to vote at any meeting. Proxy voting will not be permitted.

### ARTICLE III DIRECTORS AND OFFICERS

Section 1. Board of Directors

The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer and five (5) other persons. At the annual meeting, one three (3) year term and two one (1) year terms of Directors shall be elected with the new officers as provided in Article IV, Section 4A. The outgoing President automatically becomes a one (1) year Board member. 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, Vice President, Secretary, and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings and carry out such duties as prescribed in these Constitution and By-laws.

A. The President shall preside at all meetings of the Club, and shall have the duties and powers normally appurtenant to the office of President.

B. The Vice President shall have the powers and exercise the duties of the President in case of the President's death, absence, or incapacity.

C. The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club. He/she shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, and keep a roll of the members of the Club with their addresses.

D. The Treasurer shall collect and receive all monies due or belonging to the Club and receipt therefor. He/she shall deposit the same in a bank, satisfactory to the Board, in the name of the Club. The Club's books shall at all times be open to inspection of the Board and he/she shall report to them at every meeting the condition of the Club's finances and every item or receipt or payment not before reported; and at the annual meeting he/she shall render an account of all monies received and expended during the previous fiscal year. The Club's books shall be audited by a committee of three, appointed by the Board, but shall not be members of the Board, prior to the annual meeting.

### Section 3. Vacancies

A. Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy.

B. The resignation of any officer or member of the Board is mandatory upon findings of dereliction of duty by a 2/3 vote of the Board members.

C. Board members missing three (3) meetings without due cause will be dropped from the Board.

## ARTICLE IV CLUB YEAR - ELECTIONS - ANNUAL MEETING

### Section 1. Club Year

The Club's fiscal year shall begin on the first day of September, and end on the 31st day of August.

The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

### Section 2. Annual Meeting

The Annual Meeting shall be held in the month of August at which Directors and officers for the ensuing year, shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and such retiring officers shall turn over to their successors in office all properties and records relating to that office within ten (10) days after the election.

Section 3. Elections

The nominated candidate receiving the greater number of votes for such office shall be declared elected. The three nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

Section 4. Nominations

No person may be a candidate in a Club election who has not be nominated. During the month of April, the Board shall select a nominating committee consisting of three (3) members, not more than one (1) of whom shall be a member of the Board, plus an impartial chairman. The Board shall name the chairman for the committee and it shall be his/her duty to call a committee meeting which shall be held on or before April 30th. Being a member of the nominating committee does not preclude one from being nominated.

A. The Committee shall nominate one candidate 18 years or older for each office, and three other candidates 18 years or older, one who shall be the nominee for the three (3) year Director, and two (2) who shall be nominees for the one (1) year Directors on the Board, if there is not an outgoing President, after securing the consent of each person so nominated, the Committee shall immediately report their nominations to the Secretary in writing.

B. Upon receipt of the nominating committee's report, the Secretary shall on or before June 1st, notify each Club member in writing of the candidates so nominated.

C. Any member, in good standing, who attends the June meeting may make additional nominations, from the paid membership, provided that the person so nominated does not decline. If the proposed candidate is not in attendance, his/her proposer shall present to the Secretary a written statement signifying his/her willingness to be a candidate. No person may be a candidate for more than one (1) office.

D. The Secretary shall then prepare a printed ballot with the names of all nominees thereon and mail such ballots to all Club members by June 30th. Ballots are to be returned to the Chairman of the Nominating Committee, sealed in blank envelopes provided by the Secretary and shall remain sealed until the annual meeting. At that time, ballots shall be opened and counted by a committee of three (3), appointed by the Board, from among the general membership, who are present at the annual meeting. The Secretary shall have prepared for the committee so selected, a list of candidates.

Section 5. In the event that the nominations of the nominating committee are uncontested through the failure of any members to make a nomination for any office at the June meeting, under the provisions of Article IV, Section 4C, the Secretary shall be directed by the President to cast a single ballot at the annual meeting for the election of the nominated Officers and Board members. When conditions permit this procedure, no ballots will be mailed to the membership.

## ARTICLE V COMMITTEES

- Section 1. The Board may appoint a committee/committees to advance the work of the Club. All committees shall be subject to the final authority of the Board.
- Section 2. Any committee appointed may be terminated by a majority vote of the full membership of the Board upon written notice.

## ARTICLE VI DISCIPLINE

### Section 1. American Kennel Club Suspensions

Any member who is suspended from the privileges of The American Kennel Club, automatically shall be suspended from the privileges of this Club for a like period.

### Section 2. Charges

Any Club member may prefer charges against another member for alleged misconduct prejudicial to the best interest of the Club or the Breed. Specifically written charges must be filed in duplicate with the Secretary along with a deposit of \$50.00. These monies shall be forfeited if such charges are not sustained.

The Secretary shall promptly notify the Board, who shall meet and fix a date for a Board hearing, not less than three (3) weeks and not more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

### Section 3. Board Hearing

The Board 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 complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Club, for not more than six (6) months from the date of the hearing. 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 in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

### Section 4. Expulsion

Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty (60) days, but not earlier than thirty (30) days after the

date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf, if he/she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present at the 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 by-laws may be proposed by the Board of Directors, or by written petition addressed to the 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 Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.
- Section 2. The constitution and by-laws may be amended by a 2/3 vote of the members present at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

## ARTICLE VIII DISSOLUTION

Section 1. Dissolution

The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, whether voluntary or involuntary, or by operation of law, none of the properties 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 converted to cash and contributed to the West Highland White Terrier Club of America.

## 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 the Last Meeting  
Report of Board  
Report of President  
Report of Secretary  
Report of Treasurer  
Report of Committees

Election of Officers and Board (Annual Mtg.)  
Unfinished Business  
New Business  
Adjournment

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

Reading of Minutes of Last Meeting  
Report of Secretary  
Report of Treasurer  
Report of Committee  
Unfinished Business  
New Business  
Adjournment