

AIREDALE TERRIER CLUB OF METROPOLITAN WASHINGTON CONSTITUTION AND BY-LAWS

ARTICLE I

Name and Objectives

Section 1. The name of the Club shall be “Airedale Terrier Club of Metropolitan Washington, D.C.”

Section 2. The objectives of the Club shall be:

- (a) to encourage those who breed Airedale Terriers to do so responsibly, with the welfare and improvement of the breed having highest priority;
- (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 perfection by which Airedale 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 and obedience trials;
- (d) to conduct sanctioned and licensed specialty shows under the rules of The American Kennel Club;
- (e) to institute and maintain programs which promote the welfare of individual Airedale Terriers through rescue and education, and through any other means which the Club considers helpful.

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 by-laws as may be required to carry out these objects.

ARTICLE II

Membership

Section 1. Eligibility. There shall be three types of membership open to all persons eighteen years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. They are: individual, household (two members same household), and associate.

The individual and household members are entitled to vote and hold office. Associate members are not entitled to vote or hold office. While 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.

Section 2. Dues. Membership dues shall be set by the membership and may be changed by those members present at any Club Meeting, provided that the discussion of and possible change in dues is listed on the agenda sent to the membership with the meeting

notice. Membership dues shall be payable on or before the first day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Corresponding Secretary shall send to each member a statement of his dues for the ensuing year, which will include a request for authorization to communicate by email.

Section 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Constitution and By-Laws 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 members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the Corresponding Secretary. The applicant must attend two club functions before being eligible for membership. After satisfying this requirement, the name of each applicant is to be published in the Newsletter or Meeting Notice issued prior to the next Club Meeting. At that meeting, the application will be voted upon and affirmative votes of three-fourths of the members present and voting at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

Section 4. 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 Corresponding Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.

(b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety days after the first day of the fiscal year. However, the Board may grant an additional ninety 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 the Constitution and By-Laws.

ARTICLE III

Meetings and Voting

Section 1. Notification. The Club will send members notification of Club meetings (also included would be dues notices; minutes; and newsletters) and Board members notification of Board meetings via email, provided that; the member or Board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the Club from any liability should the notification be received late or not received by the member or Board member due to circumstances beyond the Club's control.

Section 2. Club Meetings. Meetings of the Club shall be held in the Metropolitan Washington, D.C., area in the months of March, July, September, and November in each year at such hour and place as may be designated by the Board of Directors. Written

notice of each such meeting shall be mailed by the Corresponding Secretary or Newsletter Editor, via First Class Mail, at least fourteen days prior to the date of the meeting. The quorum for such meetings shall be twenty percent of the individual and household members in good standing.

Section 3. 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 Corresponding Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such Special Meetings shall be held in the Metropolitan Washington, D.C. area and at such hour and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed by the Corresponding Secretary or Newsletter Editor, via First Class Mail, at least fourteen days prior to the day 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 a meeting shall be twenty percent of the members in good standing.

Section 4. Board Meetings. Two meetings of the Board of Directors shall be held in the Greater Washington, D.C., area in the months of May and September-October in each year, at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the Corresponding Secretary or Newsletter Editor, via First Class Mail, at least fourteen days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

Section 5. Special Board Meetings. Special Meetings of the Board may be called by the President or by the Corresponding Secretary upon receipt of a written request signed by at least three members of the Board. Such Special Meetings shall be held in the Greater Washington, D.C., area and at such hour and place as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Corresponding Secretary or the Newsletter Editor, via First Class Mail, at least ten days prior to the date of the meeting, or telegraphic notice shall be filed at least five days prior to 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 a majority of the Board.

Section 6. Voting. Each individual and household member in good standing whose dues are paid for the current year shall be entitled to one vote at any meetings of the Club at which he is present. Proxy voting will not be permitted at any Club Meeting or Election.

ARTICLE IV

Directors and Officers

Section 1. Board of Directors. The Board shall be comprised of the President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, and four other persons (Directors), all of whom shall be individual or household members in good standing, who are residents of the United States. The two secretary positions may at the discretion of the nominating committee be combined. In such case an additional Director shall be nominated. They shall be elected for one-year terms at the Club's Annual Meeting as provided in Article V, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Officers. The Club's Officers, consisting of the President, Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

(a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the Office of President in addition to those particularly specified in these Constitution and By-Laws.

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

(c) The Corresponding Secretary shall have charge of the correspondence, notify members of meetings (except when the Newsletter Editor is charged with that duty), notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in these Constitution and By-Laws.

(d) The Recording 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.

(e) The Treasurer shall collect and receive all moneys due or belonging to the Club. He shall deposit the same in a bank satisfactory to the Board, in the name of the Club. He shall maintain General, Rescue, and Trophy Funds, and all Club and individual donations for Airedale Rescue and for Trophies shall be recorded in such funds. His books shall at all times be open to inspection by the Board, and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the January Meeting he shall render an account of all moneys received and expended during the previous fiscal year.

Section 3. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose; except that a 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, Annual Meeting, Elections

Section 1. Club Year. The Club's fiscal year shall begin on the first day of January and end on the thirty-first day of December.

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 September, 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 each retiring officer shall turn over to his successor in office all properties and records relating to that office within thirty days after the election.

Section 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The five 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 been nominated. During the month of May, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom shall be a member of the Board. The Corresponding Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his duty to call a Committee Meeting which shall be held on or before June 13th.

(a) The Committee shall nominate one candidate for each office and five candidates for the five other positions on the Board, and, after securing the consent of each person so nominated, shall immediately report their nomination to the Corresponding Secretary in writing.

(b) Upon the receipt of the Nominating Committee's report, the Corresponding Secretary shall on or before June 25th notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the July meeting by any member in attendance, provided that the person so nominated does not decline when his name is proposed, and provided, further, that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Corresponding Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.

(d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

ARTICLE VI

Committees

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, rescue, trophies, annual prizes, membership, and other areas 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 VII

Discipline

Section 1. American Kennel Club Suspension. 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 member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the Breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary, together with a deposit of \$10 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, 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 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 registered 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 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 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 months from the date of the hearing. 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 Corresponding Secretary. The Corresponding 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 days but not earlier than thirty days after the date of the Board's recommendation of expulsion. 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 and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf, if he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion.

A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VIII

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 Corresponding Secretary, signed by twenty percent of the individual and household 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 the recommendations of the Board, by the Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding Secretary.

Section 2. The Constitution and By-Laws may be amended by a two-thirds vote of the individual and household members present and voting 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 weeks prior to the date of the meeting.

ARTICLE IX

Dissolution

Section 1. Dissolution. The Club may be dissolved at any time by the written consent of not less than two-thirds of the members. 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 selected by the Board of Directors.

ARTICLE X

Order of Business

Section 1. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of Last Meeting
- Report of President
- Report of Secretaries
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (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 a majority vote of those present, shall be as follows:

- Reading of the Minutes of the Last Meeting
- Report of Secretaries
- Report of Treasurer
- Report of Committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE XI

Parliamentary Authority

Section 1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the by-laws and any other special Rules of Order the Club may adopt.