



## **CONSTITUTION**

### **ARTICLE I**

#### **NAME AND OBJECTIVES**

- Section 1. The name of the Club shall be the San Francisco Bay West Highland White Terrier Club.
- Section 2. The objectives of the Club shall be:
- a. To encourage and promote quality in the breeding of pure-bred West Highland White Terriers and to do all 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 interest of all purebred dogs, to encourage sportsmanlike competition at Club or American Kennel Club (AKC) licensed events, and to provide assistance to all members of the fancy.
  - d. To conduct matches, licensed shows, and obedience trials under the rules of the American Kennel Club, and
  - e. Notwithstanding any of the above statements of purposes and powers, this Club shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the Club.
- Section 3. The Club shall not be conducted or operated for profit, and no part of any profit 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 objectives.

Section 5. The Club year shall be January 1-December 31.

## **BY-LAWS**

### **ARTICLE I**

#### **MEMBERSHIP**

Section 1. **Eligibility.** Any person in good standing with the American Kennel Club, and who subscribes to the objectives of this Club, shall be eligible for active membership.

Section 2. **Dues.** Any person in good standing with the American Kennel Club, and who subscribes to the objectives of this Club, shall be eligible for active membership. Membership dues shall be determined by the membership each year but shall not exceed \$25.00 annually and shall be payable on or before January 31 of each year. Membership shall be considered lapsed if dues are not paid in full by the last day of February of that year. No member may vote whose dues are not paid for the current year. Each November, the Membership Chairperson shall send to each member by USPS or email a statement of dues payable for the ensuing year. The dues of a new member, which are received by the Membership Chairperson after October 1 of a year, shall not have to be renewed until the year following the next immediate Club year.

Section 3. **Election to Membership.** Each applicant for membership shall apply on a form approved by the Board of Directors, which shall provide that the applicant agrees to abide by this Constitution, By-Laws, the Club Code of Ethics, and the rules of the

American Kennel Club. The application shall state the name and address of the applicant and it shall carry the endorsement of two members in good standing of the Club who are not from the same household. All applications are to be filed with the Membership Chairperson. Applicant's dues payment must be made prior to the first reading at a Club general meeting. The applicant must attend two (2) Club general meetings before their application can be considered, but their application can be considered at the second general meeting they attend. The application shall be voted upon at the first meeting that the following conditions are satisfied: The application has been read at a prior meeting; the applicant's attendance requirement is satisfied; and notice that the application to be considered is published with the notice of that meeting or in the Highland Tartan. Affirmative votes of two-thirds (2/3) of the members present and voting at the meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may not re-apply within twelve (12) months after said rejection. No applications shall remain active for a period greater than twelve (12) consecutive months.

Section 4. **Honorary Members.** Any member may propose to the Board of Directors the name of a person for Honorary Membership. Upon recommendation of the Board of Directors, Honorary Members may be elected by voice vote of a two-thirds (2/3) majority of members present at any regular meeting. Honorary Members shall be considered as Active Members except they shall neither have voting privilege nor pay any dues. If they so desire, Honorary Members may gain their active/voting status upon payment of dues.

Section 5. **Termination of Membership.** Membership in the Club may be terminated by any of the following procedures:

- a. Resignation. Any member in good standing may resign from the Club upon written notice to the Secretary. No member may resign when in debt to the Club. Dues' obligations are considered a debt to the Club, and they become incurred under By-Laws Article I, Section 2.
- b. Lapsing. A membership will be considered as

lapsed, and thus automatically terminated, if a member's dues remain unpaid sixty (60) days after the first day of the fiscal year.

- c. Suspension per Article VI, Section 2.

Section 6.

**Reinstatement:** A former member whose membership has lapsed for more than 12 months may apply for reinstatement by submitting a completed application to the membership chairperson. Providing the former member is in good standing with the American Kennel Club (AKC) at the time the application is submitted and has not at any time been suspended by the AKC, the Board of Directors may recommend renewed membership after the request for reinstatement has been published in the Club's newsletter and there are no objections from any current member. Objections to the reinstatement must be submitted in writing to the Secretary for review by the Board. Renewed membership will be granted by the Board of Directors if there are no reasonable objections from a member and current payment of dues is submitted with the application.

## **ARTICLE II**

### **MEETINGS AND VOTING**

Section 1.

**Club Meetings.** Meetings of the Club shall be held in any of the Greater Bay Area Counties, San Francisco Bay Delta Counties and any other location as designated by the Board of Directors. The annual meeting will be held prior to January 31 and there will be quarterly meetings thereafter unless otherwise ordered by the Board of Directors. These meetings shall be held at such time and place as may be designated by a simple majority vote of the Board of Directors. The meeting notification person or the Club Secretary shall mail written notice or email a notice of each meeting at least twenty (20) days prior to the date of the meeting. The quorum for such

meetings shall be twenty (20) percent of the members in good standing residing in the counties stated above. All members in good standing shall have voting privileges.

Section 2. **Special Club Meetings.** Special Club meetings may be called by the President or by a majority of the Board of Directors present and voting at any regular or special meeting of the Board, or by the Secretary upon written receipt of a petition signed by at least five (5) members of the Club in good standing. Such special meetings shall be held in the above Counties and at such time and place as may be designated by the person or persons duly authorized herein to call such meetings. Written notice of such meeting shall be mailed or emailed by the Secretary not less than seven (7), nor more than twenty-five (25) days prior to the date of the meeting, and such written notice shall specifically state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such meetings shall be at least twenty (20%) percent of the active members in good standing residing in the San Francisco Bay Area and San Francisco Bay Delta Counties. All members in good standing shall have voting privileges.

Section 3. **Board of Directors Meetings.** Meetings of the Board of Directors may be held by teleconference or in person. Board meetings will be held four times per year prior to corresponding general meetings. Board meetings may be held via teleconference, or in person, unless otherwise ordered by the Board of Directors. These meetings shall be held at such time and place as may be designated by a simple majority vote of the Board. The meeting notification person or Secretary shall give notice of such meetings at least twenty (20) days prior to the date of the meeting. Email notification of board meetings may be made. The quorum for such meetings shall be a simple majority of the Board of Directors.

Section 4. 

- **Special Meetings of the Board of Directors.** Special meetings of the Board of Directors may be called by the President or by the Secretary upon receipt of a written request of at least three (3) members of the Board of Directors. Such special meetings shall be held

in the above mentioned counties, or by teleconference, at such time and place as may be designated by the person(s) authorized herein to call such meetings. The meeting notification person or Secretary shall give notice by mail or email of such meetings at least 24 hours, and not more than twenty (20) days, prior to the date of such meeting, and such written notice shall specifically state the purpose of the meeting, and no other Club business shall be transacted thereat. A quorum for such meetings shall be a simple majority of the Board of Directors.

- Section 5. **Voting.** Each active member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club. A member in good standing is one who has not been suspended from the American Kennel Club or Club privileges. Proxy balloting will not be permitted at any Club meeting or election.

### **ARTICLE III**

#### **DIRECTORS AND OFFICERS**

- Section 1. **Board of Directors.** The Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer, Immediate Past President, and three (3) or more other persons, all of whom shall be active members of the Club in good standing. With the exception of the Immediate Past President, they shall be elected for a one-year term of office at the Club's annual meeting as provided in Article IV. General management of the Club's affairs shall be entrusted to the Board of Directors. No two members of the same household may serve on the Board at the same time.
- Section 2. **Officers.** The Club's officers consisting of the President, Vice-President, Secretary, and Treasurer shall serve in the respective capacities, both with

regard to the Club and its meetings, and to the Board of Directors at its meetings. No member shall serve in the same office for more than two (2) years consecutively, with the exception of the offices of the Secretary and Treasurer. A member may again serve as President or Vice President but not before a period of four (4) years has elapsed. No member shall hold more than one office at any one time, with the exception of the offices of Secretary and Treasurer, which may be held by the same person upon recommendation of the Nominating Committee, and concurrence by a majority of the members present and voting at the Club's meeting at which nominations are presented. In the event that the same person holds the offices of Secretary and Treasurer, the Board shall be comprised of the officers and three (3) or more other persons.

- a. The President shall preside at all meetings of the Club, and of the Board, and shall have the duties and power normally appurtenant to the office of President in addition to those particularly specified in these By-Laws.
- b. The Vice-President shall have the duties to exercise the powers of the President in case of the President's death, absence or incapacity.
- c. The Secretary shall keep a written record of all meetings of the Club and of the Board of Directors, and all matters of which the Club shall order a record. The Secretary shall have charge of the correspondence, notify Officers and Directors of their election to office, in coordination with the Membership Chairperson, keep a roll of the members of the Club with their current mailing addresses and telephone numbers, and carry out such other duties as prescribed in these By-Laws.
- d. The Treasurer shall collect and receive all monies due or belonging to the Club, and shall deposit it in a bank satisfactory to the Board in the name of the Club. All accounts, books and records shall be open at all times to the inspection of the Board, and the Treasurer shall report their condition at every meeting. At the annual meeting the Treasurer shall render a true account of the closing year's

activities. The Treasurer shall be bonded in such amount, as the Board shall determine, the cost of such bonding to be assumed by the Club.

- Section 3. **Vacancies.** Any vacancies occurring on the Board or among the Officers 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. The time remaining in the term of office so filled shall not be considered when determining limitations on consecutive years in an office.

#### ARTICLE IV

##### THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

- Section 1. **Club Year.** The Club Year shall begin on the first day of January and end on the last day of December. The Club's official year shall begin immediately at the conclusion of the annual meeting, and shall continue through the next annual meeting.
- Section 2. **Annual Meeting.** The regular January meeting shall be the annual meeting at which Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article, except that in the case of there being no nominations other than those made by the Nominating Committee, the slate of unopposed candidates so nominated shall be elected by declaration. They shall take office immediately upon conclusion of consideration of new business at the annual meeting. Each retiring Officer shall turn over to his successor all properties and



records relative to that office within thirty (30) days of election.

Section 3. **Elections.** The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions of 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 October, the Board of Directors shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall notify the committee and the alternates of their selection. The committee shall name a chairperson and it shall be his or her duty to call a meeting of the committee on or before November 10.

a. The committee shall nominate one candidate for each office, and one candidate for each other position on the Board of Directors, and after securing the consent of each nominee, shall report in writing their nomination to the Secretary at least twenty-five (25) days prior to the December meeting.

b. Upon receipt of the nominating committee's report, the Secretary shall notify each member in writing of the candidates so nominated at least twenty (20) days prior to the December meeting.

c. Additional nominations may be made at the December meeting by any member in attendance, provided the person so nominated does not decline when his or her name is proposed, and provided further, that if the proposed candidate is not in attendance at this meeting his or her proposer shall present to the Secretary a written statement from the proposed candidate signifying his or her willingness to be a candidate. No person shall be a candidate for more than one position as an officer or member of the Board except as provided for under Article III, Section 2 of these By-laws.

d. Additional nominations may also be made in

writing to the Secretary. They must be received by the Secretary prior to the December meeting and must be accompanied by a written statement from the proposed candidate signifying his or her willingness to be a candidate. No nomination may be made after the adjournment of the December meeting.

## ARTICLE V

### COMMITTEES

- Section 1. The President, with the approval of the Board of Directors, shall appoint each year standing committees to advance the work of the Club in such matters as dog shows and matches, trophies, membership and other fields which may well be served by committee. The President, with the approval of the Board of Directors, may also appoint special committees to assist on particular projects.
- Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board of Directors upon written notice to the appointee(s). The President, with the approval of the Board of Directors, shall appoint successors to those persons whose service has been terminated.

## ARTICLE VI

### DISCIPLINE

- Section 1. **American Kennel Club Suspension.** Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of the Club for a like period.
- Section 2. **Suspension.** Suspension of a member from the Club

shall take place immediately upon receipt by the Club Secretary of notice of the action of the American Kennel Club. The Secretary will notify the member of the Club's action by certified USPS mail. The notice of the suspension will be printed in the next scheduled printing of the Club Highland Tartan newsletter.

## **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 and 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, or by the Secretary, for a vote within three (3) months of the date when the Secretary received the petition.
- Section 2. The Constitution and By-Laws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular or special meeting called for the purpose, providing the proposed amendments have been included in the notice of the meeting, and mailed or emailed to each member at least twenty (20) days 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 two-thirds (2/3)

of the members eligible to vote on matters before the Club. In the event of the dissolution of the Club, whether voluntary or involuntary or by operation of the 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(s) for the benefit of dogs as selected by the Board of Directors.

## **ARTICLE IX**

### **ORDER OF BUSINESS**

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

Roll Call  
Approval of minutes of the last meeting  
Report of the President  
Report of the Board  
Report of the Secretary  
Report of the Treasurer  
Report of Committees  
Election of Officers and Board (at annual meeting only)  
Election of New Members  
Unfinished Business  
New Business  
Adjournment

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

Approval of minutes of the last meeting of the Board  
Report of the Secretary  
Report of the Treasurer  
Report of Committees  
Unfinished Business

New Business  
Adjournment

**ARTICLE X**

**PARLIAMENTARY RULE**

Section 1. **Parliamentarian.** Any circumstance not covered by this Constitution and By-Laws shall be governed by Robert's Rules of Order interpreted by a majority of the Board members present.

*San Francisco Bay West Highland White Terrier Club*

*Constitution and By-Laws 1972*

*Revised September 20, 2003*

*Revised July 24, 2004*

*Revised January 13, 2007*

*Revised June 30, 2009*

*Revised October 30, 2010*

*Revised January 21, 2012*

*Revised August 10, 2013*

*Revised January 11, 2014*

*Revised March, 2017*

*Revised September 18, 2018*

