



## **San Francisco Bay West Highland White Terrier Club**

### **CONSTITUTION**

#### **ARTICLE 1**

##### **NAME AND OBJECTIVES**

- Section 1. The name of the Club shall be the San Francisco Bay West Highland White Terrier Club (SFBWHWTC).
- 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 (AKC) 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 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 profits or remainder or residue from dues or donations to the Club shall inure to the benefits 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 achieve these objectives.
- Section 5. The club year shall be January 1-December 31.

**BY LAWS**  
**ARTICLE 1**  
**MEMBERSHIP**

- Section 1. **Eligibility.** Any person in good standing with the American Kennel Club, and who subscribes to the objectives of the Club, shall be eligible for active membership.
- Section 2. **Dues.** Membership dues shall be determined by the membership each year. Dues will not exceed \$50.00 annually. Dues are 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 each member by United States Postal Service 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 the 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 America 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 thirty (30) days prior to the date of the general meeting at which the application is to be considered. The applicant must attend a club general meeting before their application can be considered, however the application can be considered at the same general meeting in which their reading is given. Applicant's dues payment must be made prior to the reading at a Club general meeting. A prospective member must be present at the meeting in which their membership is considered. Notice that the application is to be considered must be published with the notice of that meeting or in the Highland Tartan. Affirmative votes of two-thirds 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 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 two-thirds 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 regain their active/voting status upon payment of dues for the current year.

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

**Resignation.** Any member in good standing may resign from the Club upon written notice to the Secretary. Membership may not be reconsidered if there are debts remaining to the club. Dues obligations are considered a debt to the Club, and they become incurred under By-laws Article I, Section 2.

**Lapsing.** 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.

**Suspension** per Article VI, Section 2.

Section 6. **Reinstatement.** A former member whose membership has lapsed for more than twelve (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 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. The Board of Directors will grant renewed membership 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 a minimum of three (3) general meetings thereafter unless otherwise ordered by the Board of Directors. These meetings shall be held at such time and place as 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 ten (10) 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 or other Club business to be conducted at the announced special meeting. The quorum for such meetings shall be ten (10) percent of the 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. Meetings may be conducted via video conference or other telecommunication programs.

Section 3: **Board of Directors Meetings.** Meetings of the Board of Directors may be held by teleconference, video conference, or in person. Board meetings will be held prior to each general meeting corresponding to each general meeting. Board meetings may be held via teleconference, video conference, 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 or video conference 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. The 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 AKC 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. Except for the Immediate Past President, they shall be elected for a two-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 regarding the Club and its meeting, and to the Board of Directors at its meetings. No member shall serve in the same office for more than two (2) years consecutively, except for the offices of Secretary and Treasurer. A member may again serve as President or Vice-President but not before a period of two (2) years has elapsed. No member shall hold more than one office at any one time, except for 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. If the same person holds the offices of Secretary and Treasurer, the Board shall be comprised of the officers, Immediate Past President, 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 bylaws.
- 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 them in a bank satisfactory to the Board in the name of the Club. All accounts, books and records shall always be open 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.

- 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 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 limitation on consecutive years in an office.

## **ARTICLE IV**

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

- Section 1. **Club Year.** The Club Fiscal Year shall begin on the first day of January and end on the last day of December. The Club's official year shall begin 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, 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 special 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 members 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**

### **AMMENDMENTS**

Section 1. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by a written petition addressed to the Secretary signed by twenty (20) percent 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 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 with the written consent of not less than two-thirds 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:
- a. Roll Call
  - b. Approval of minutes of the last meeting
  - c. Report of the President
  - d. Report of the Board Report of the Secretary
  - e. Report of the Treasurer
  - f. Report of Committees
  - g. Election of Officers and Board (at annual meeting only)
  - h. Election of New Members
  - i. Unfinished Business
  - j. New Business
  - k. 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:
- a. Approval of minutes of the last meeting of the Board
  - b. Report of the Secretary
  - c. Report of the Treasurer
  - d. Report of Committees
  - e. Unfinished Business
  - f. New Business
  - g. 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.

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*San Francisco Bay West Highland White Terrier Club Constitution and By-Laws*

*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 September 23, 2017*

*Revised, January 20, 2024*

# **SAN FRANCISCO BAY WEST HIGHLAND WHITE TERRIER CLUB**

## **CODE OF ETHICS**

The San Francisco Bay West Highland White Terrier Club recognizes its responsibility to preserve and protect the West Highland White Terrier. It further recognizes that the quality and reputation of the breed rests squarely in the hands of its breeders.

Therefore, as guidance both to the public and its member breeders, the San Francisco Bay West Highland White Terrier Club sets forth below certain standards of conduct to be followed by its members. Membership in the San Francisco Bay West Highland White Terrier Club assumes acceptance of and adherence to this code. Current members and prospective members must sign this Code of Ethics as a condition of membership in the San Francisco Bay West Highland White Terrier Club.

1. Members will at all times act in the interest of the breed and in the interest of the well-being of individual dogs and in a manner in keeping with the aims and interest of the San Francisco Bay West Highland White Terrier Club.
2. As breeders and owners of pure-bred West Highland White Terriers, our aim is to promote and encourage betterment of our breed and to promote pure-bred dogs by observing breed standards and good breeding practices, and to educate the general public as to the aims of pure-bred dog owners and breeders.
3. As members of the Club, the rules of good sportsmanship and conduct will be observed at all times while in AKC competition. All rules of the American Kennel Club will be observed as to good conduct in and out of the ring.
  - a. We will always be alert to the needs of the novice, helping him to become better acquainted with procedures.
  - b. We will accept both our losses and wins gracefully.
  - c. We will be considerate of all exhibitors.
4. Advertising by members will be as factual as possible. Misleading exaggerations or unfounded implications of superiority will not be used.
5. Members will refrain from knowingly making unfair or untrue statements about dogs or the practices of others.
6. We shall be ready to share our knowledge and experience with all Westie fanciers.
7. No member will knowingly sell a West Highland White Terrier of any age to any pet shop, catalogue house, laboratory, or any wholesale dealer in dogs, or to any person who sells to pet shops, catalogue houses, laboratories, or wholesale dealers (a dealer being a person who regularly buys stock for sale at profit). No member will in any way knowingly aid or abet the sale of any West Highland White Terrier through a pet shop or catalogue house. Members will not knowingly offer stud service to wholesale dealers or to any person involved with pet shops, catalogue houses, or laboratories.

8. Members will keep their dogs in an environment and under a regime that as far as is possible ensures the wellbeing of the dog.
9. As members, we will not breed to any unregistered dog, and shall abide by all rules of dog registration as established by the American Kennel Club.
10. All members will be familiar with the American Kennel Club rules governing record keeping, registration and sale and transfer of dogs and will abide by these rules. Any warranties or other agreements pertaining to the sale of a Westie will be put in writing, with a copy to the buyer.
11. A member selling an adult dog or puppy which he/she knows to be an inferior specimen of the breed not suitable for competition in conformation classes, or to have a physical condition which indicates that the breeding of the animal would be detrimental to the breed, shall so inform the buyer in writing. The sale shall be made with agreements in writing, signed by both buyer and seller, that the dog is not to be bred, is to be spayed or neutered and that AKC registration papers will be delivered to buyer upon receipt by seller of proof of spaying or neutering.
12. All breedings will be planned with the aim of improving the breed, with consideration given to type, temperament, health, and soundness. All members will be familiar with the Standard of the breed and will discourage matings between clearly inferior specimens of the breed; stud service will be refused to clearly inferior specimens of the breed. No dog exhibiting a hereditary health defect, unsound temperament or poor health will be bred, except as a test breeding to determine the genetic composition of the mate. Any puppies resulting from test breedings for serious hereditary defects will be placed as in Paragraph 11 unless the puppy is placed for the purpose of test breeding only.
13. If a dog or bitch produces offspring with a serious defect or genetically transmitted disease, the owner must disclose the information to the prospective breeder or stud owner when negotiating a breeding with another owner.
14. No member-breeder will breed a bitch unless he/she has the time and facilities to devote proper care and attention to the physical and emotional development of the puppies and to the wellbeing of the dam. No puppy will be placed in a new home before the pup is weaned, tested clear of internal parasites, and had its first vaccination. No member should provide stud service unless he/she is satisfied that the owner of the bitch has such time and facilities necessary for proper development of the pups.
15. A bitch should never be mated without due regard for her health and wellbeing and that of the puppies.
16. As members, we will strive to be responsible for each dog that we have bred. Responsibility includes placement in a proper environment, education of new owners, relocation of the dog if needed or if relocation is impossible, humane euthanasia. The owner(s) of the Stud Dog and owner(s) of the Dam share equally in this responsibility. We accept this responsibility with the understanding that once placed, the owner has the primary responsibility for the health and welfare of the dog.

17. Acceptance of membership in the San Francisco Bay West Highland White Terrier Club is not an endorsement of a member's breeding program and may not be used as such for any form of advertising or promotion. Failure to observe this condition for membership will cause immediate termination of membership.

**This Code of Ethics was adopted by the San Francisco Bay West Highland White Terrier Club on December 9, 1973, in order to clarify Article, I, Section 2 of the Club's Constitution.**

*This Code of Ethics was amended on October 20, 1990 (item number 6).*

*This Code of Ethics was revised on September 20, 2003.*

***Members in good standing of the Club should understand that failure to comply with this code will be considered an offense under Article VI, Discipline, of the By-Laws of the Club.***