

Bedlington Terrier Club of the West Constitution and By-laws

Constitution

ARTICLE I. NAME

This club shall be known as the BEDLINGTON TERRIER CLUB OF THE WEST.

ARTICLE 2. PURPOSE

The purpose shall be to:

- a. To encourage and promote interest in the Bedlington Terrier breed through education of its members and the public; and to ;
- b. encourage new fanciers, including those considered to be junior handlers;
- c. urge members and breeders to accept the standard of the breed as approved by the American Kennel Club (hereinafter, AKC) as the only standard of excellence by which Bedlington Terriers shall be judged;
- d. hold one or more sanctioned matches, specialty shows, obedience trials, agility trials and earth dog trials under the rules of the AKC annually; and
- e. work toward the eradication of genetically transmitted and other non-genetic but equally detrimental health conditions through educating breeders and prospective owners.

ARTICLE 3. LEGAL STATUS

The club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations, or other fund-raisers the club may perform shall inure to the benefit of any member or individual.

ARTICLE 4. BYLAWS

The members of the Club shall adopt and may at any time revise such bylaws as may be required to carry out these purposes.

ARTICLE 5. CODE OF ETHICS

The members of this Club shall adhere to the Code of Ethics adopted by the Bedlington Terrier Club of America (hereinafter, BTCA) and the Bedlington Terrier Club of the West (hereinafter BTCW).

ARTICLE 6. CLUB CREDENTIALS

Club stationery, past or present, or logos and insignia of the Bedlington Terrier Club of the West shall be used exclusively for Club related activities, including, but not limited to fundraising, advertising, and trophies. The use of Club stationery is restricted for official business of the Club and any other use is prohibited. It shall be unlawful for any member, including a board member to use the name of the Club or a title of office in order to obtain personal gain.

By-Laws

ARTICLE I. MEMBERSHIP

SECTION 1. ELIGIBILITY There shall be three types of memberships:

- a. Single- open to all persons eighteen years of age and older who are in good standing with the AKC and who subscribe to the purposes of this Club. Single members shall have one vote.
- b. Household – open to all persons eighteen years of age and older who are in good standing with the AKC and who subscribe to the purposes of this Club. Household memberships consisting of two adults at one address shall have two votes.
- c. Lifetime – Lifetime achievement memberships are awarded by the Board of Directors to members who, by virtue of their long-standing involvement with and dedication to the Bedlington Terrier and to the purposes and goals of this Club, have exhibited outstanding achievement. Lifetime members have one vote and do not pay dues.

SECTION 2. DUES Membership dues shall be fixed by vote of the Board of Directors and reflected in the minutes and shall be modified no more than once per year. Dues shall be owed and payable on or before the first day of January each year. Dues paid after January 31 shall be accompanied by a \$5.00 late fee. Only paid up members in good standing may vote. In November, the Treasurer shall send to each member a notice of dues for the ensuing year. Failure to receive such notice shall not excuse non-payment of dues.

SECTION 3. ELECTION TO MEMBERSHIP The Secretary shall promptly provide application forms for membership upon the receipt of written or oral request. Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and By-laws of the BTCA and the BTCW, the BTCA and BTCW code of ethics and the rules of the AKC. The application shall include name and address of applicant; occupation; interest in the breed, experience in breeding, exhibiting or judging; and the endorsement of a member in good standing. The application shall be accompanied by one year's dues and a \$10.00 application fee, used to ascertain the status of the applicant with the AKC and the BTCA.

Applicants may be elected by voice or ballot vote at any meeting of the Board of Directors or by written vote of the Directors by mail or electronically. Affirmative vote by two-thirds of the Directors shall be required to elect an applicant.

An application that has been rejected by the Board may be presented in person by the applicant, a sponsor, or a Board-approved representative at the next annual meeting of the Club, and members may elect such applicant by secret ballot and a favorable vote of 75% of the members present.

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 Secretary but no member may resign while in debt to the Club. Dues obligations are considered a debt to the Club, and they become incurred on the first day of the calendar year.
- b. By lapsing. A membership is considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the calendar year: however, the Board may grant an additional 90 days to such delinquent members. A person whose dues have lapsed may not vote at any Club meeting.
- c. By expulsion. A membership may be terminated by expulsion as provided in Article V of these by-laws.

SECTION 5. GOOD STANDING A member in good standing is one whose dues are current, is in compliance with the BTCW by-laws and Code of Ethics, and who is not under suspension or any other disciplinary action by the BTCA, BTCW, or the AKC.

ARTICLE II. OFFICERS AND BOARD OF DIRECTORS

SECTION 1. OFFICERS The officers of the Club shall be a President, one or more Vice Presidents, a secretary and a treasurer, each of whom shall be elected by the members and shall serve in their respective capacities both in regard to the Club and its meetings and the Board and its meetings. They shall be elected for one-year terms as hereinafter provided and shall serve until their successors are elected and qualified. The same person may hold the office of secretary and treasurer.

- a. **PRESIDENT:** It shall be the duty of the President to preside at all sessions of the club, call special sessions when necessary, appoint all committees, see that harmony is preserved and the laws of the club enforced and to perform such other duties as may be required. The President shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these By-laws. In case of a tie vote on the board, the President's vote shall not be counted.
- b. **VICE-PRESIDENTS:** In the event of death, absence, or disability of the President, the Vice Presidents in the order of their election shall perform the duties of President and shall have such additional powers and duties as may be assigned by the Board of Directors or by the President with the consent of the Board.
- c. **TREASURER:** The Treasurer shall collect and receive all monies due or belonging to the Club; shall deposit same in a bank approved by the Board in the name of the Club; shall maintain books and records at all times open to inspection of the board, and shall report to the Board as requested, in a manner and format specified regarding finances of the Club. The treasurer shall be the custodian of the funds of the Club and shall disburse the same as the occasion demands. The treasurer shall present a full report at each Club and Board meeting. The report shall include beginning balance plus income (itemized), ending balance, and location of the funds. At the Annual meeting the Treasurer shall render an account of all monies received and expended during the previous calendar year. The treasurer shall mail annual dues notices. The signatures of the Treasurer, Secretary, and the President shall be on file with all bank accounts. These three signatures shall be honored. The Treasurer shall upon

retirement from the office immediately deliver all records, books, papers and funds to the newly elected Treasurer.

- d. **SECRETARY:** The Secretary shall keep all records, correspondence, books, and other documents, and an inventory of all property belonging to the Club and perform other duties usually pertaining to the office. The Secretary shall at all times act under the direction of the President subject to the superintending control of the Board of Directors and shall keep minutes, attend to all correspondence, present all communication to the Club, notify members of meetings, notify new members of their election to membership, and notify officers of their election to office. The Secretary, in collaboration with the President, shall develop an agenda prior to each meeting in accordance with the by-laws. Minutes of the Board meeting shall be mailed to each director within one week following each meeting, or with the consent of the Board, posted on the website. The board may delegate the maintenance of club property to such other officer, as it deems appropriate. The Secretary shall maintain a correct mailing list of all members and prospective members and shall maintain a record of all members in good standing and eligible to vote. When retiring from office, the Secretary shall immediately deliver all the records, correspondence, books, papers, other documents, and property belonging to the Club to the successor in office.

SECTION 2. BOARD OF DIRECTORS The Board of Directors shall be the President, Vice-President(s), Secretary, Treasurer, and four (4) other members (unless the offices of Secretary and Treasurer are combined in one person). The Board of Directors shall be members in good standing. The Directors shall serve staggered terms of two (2 years) each so that two of the Board of Directors shall stand for election at each Annual Meeting after the meeting in which the transition to staggered Board is adopted. General management of the Club's affairs shall be entrusted to the Board of Directors. The Board of Directors shall have general supervision and direction of the officers, committees and affairs of the Club. It shall have full power and authority in the interval between meetings of the Club to do all acts and perform all functions that the Club itself might do or perform, except, that it shall have no power to amend the Constitution and By-laws; that any operative acts of the Board of Directors between meetings shall be reported to the members at the next session following such an action.

SECTION 3. VACANCIES Vacancies occurring among the officers or among Board members during the year may be filled, until the next annual election, by a majority vote of all the members of the Board, except that a vacancy in the office of the President shall be filled automatically by the Vice-President.

SECTION 4. BOND The Board may require any Officer, Director, Club member or other person handling substantial Club funds to furnish a security bond in such amount as may be determined by the Board of Directors, the expense of such bond to be borne by the Club.

SECTION 5. USE OF CLUB'S NAME OR TITLES OF OFFICE Titles of office shall be utilized only on correspondence pertaining to Club business and officers of the Club shall not sign letters of a personal nature, as such.

SECTION 6. EXPENDITURES Members of the Club, including the Board of Directors, shall not have power to incur any expense in the name of the Club without the prior approval of the Board of Directors. When members or committees are authorized to incur expenses, any bills for amounts over \$50.00 shall be submitted in advance for Board approval; except that running expenses as postage shall be immediately paid by the Treasurer.

SECTION 7. BEHAVIOR ABOVE REPROACH Board members shall at all times in any activities involving the club, AKC or other dog events conduct themselves in a civil manner that shall not bring shame or disrespect upon the Club, its members, other competitors or judges. Board members shall be expected to set an example of sportsmanship for others to follow. Violation of this section is considered a serious offense.

SECTION 8. REMOVAL FROM OFFICE Any officer or Board member of the Club may be removed from office by a two-thirds (2/3) vote of the remaining Board members. A list of violations based on the Constitution, by-laws or Code of Ethics shall be drafted with examples of activity deemed to be in violation of the same shall be presented to the officer or Board member. The officer or Board member has a right to respond to the charges. The Board may also impose sanctions or limit the authority of any officer or Board member without removing that person from office.

ARTICLE III. CLUB YEAR, NOMINATIONS AND ELECTIONS

SECTION 1. CLUB YEAR. The Club's official year shall begin immediately at the conclusion of the Annual Meeting and election and shall continue through the next annual meeting. The elected officers and directors shall take office at the Annual Meeting and each retiring officer shall turn over to his/her successor all the properties and records relating to that office prior to the beginning of the next month.

SECTION 2. NOMINATIONS AND BALLOTS The Board of Directors shall appoint a nominating committee each year. The committee shall nominate from the eligible members of the Club, one or more candidates for each office and for each position on the Board of Directors for which the term will expire at the end of the current Club year and shall procure the acceptance of each nominee so chosen. The committee shall submit its slate of candidates to the Board of Directors for approval. Nominations by members at large are encouraged but must be in writing, accompanied by a letter of acceptance from the member nominated, and received by the Secretary ninety (90) days prior to the Annual Meeting. All nominations, whether by committee or member at large must be members in good standing. The Secretary will verify the acceptance of each nominee and will place the names of those nominated on a voting ballot. The Secretary shall mail this ballot to each member in good standing of the Club no later than sixty (60) days prior

to the Annual Meeting of the Club. Members shall return ballots to the Secretary in two sealed envelopes; the outer one bearing the name of the member voting and the inner one in which the ballot is enclosed shall be blank. The ballots shall be returned not later than 14 days prior to the Annual Meeting.

SECTION 3. ELECTIONS The nominated candidate receiving the largest number of votes for each position shall be declared elected. Board positions shall be based on successive largest votes until all positions have been elected. If any nominee is unable to serve for any reason, such nominee shall not be declared elected and the new Board of Directors shall fill the vacancy so created in the manner provided in these By-laws.

ARTICLE IV. MEETINGS

SECTION 1. ANNUAL MEMBERSHIP MEETING The annual meeting of the Club shall be at a place, date and hour designated by the Board of Directors, usually in conjunction with the annual specialty. Written notice of the annual meeting shall be mailed by the Secretary to each member at least 30 days prior to the date of the meeting or included in an all-Club mailing. The quorum for the annual meeting shall be a simple majority of members present at the meeting.

At the Annual Meeting, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- a. Call to order
- b. Roll call;
- c. Minutes of the last meeting;
- d. President's report;
- e. Secretary's report;
- f. Treasurer's report;
- g. Committee reports;
- h. Report of election of officers;
- i. Membership application review
- j. Unfinished business
- k. New business; and
- l. Adjournment

SECTION 2. SPECIAL MEMBERSHIP MEETINGS Special meetings may be called by the President, or by a majority vote of the members of the Board, or upon the receipt by the Secretary of a petition signed by 10% of the members. Such meeting shall be held at such a place, date and hour as may be designated by the President with approval of a majority of the Board of Directors. The Secretary shall mail written notice of such meeting at least seven days and not more than 30 days prior to the meeting. The notice shall include the purpose of the meeting, the agenda, and no other business may be transacted. The quorum for such meeting shall be 10% of the membership.

SECTION 3. BOARD MEETINGS The first meeting of the Board shall be held following the annual meeting and election at a date and time selected by the newly

elected board but in no case more than one month after the annual meeting. Other meetings of the Board shall be held at such times and places as are designated by the President or by a majority of the entire Board. The Secretary shall mail written notice of each meeting to each member of the board at least 30 days prior to the date of the meeting. With the approval of the entire Board, notices of meetings may be sent electronically rather than by mail or posted on the website. The notice of the meeting shall include the purpose or purposes of the meeting and a copy of the proposed agenda. With the approval of two thirds of the Board, meetings may be held on shorter notice or without notice. The Board of Directors may conduct its business by mail, FAX, telephone, email or other electronic device. The Secretary shall record the vote of all members and such vote shall be reflected in the minutes of the meeting.

A majority of the members of the Board of Directors at any time constitutes a quorum. No action shall be taken except upon the consent of a majority of the whole Board, given in person or by an instrument in writing or my electronic means. Such consent of a majority shall constitute the action of the Board and shall have the same effect as is assented to or taken by the whole Board.

At regular 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. Call to order
- b. Roll call
- c. Reading of the minutes of the last meeting;
- d. Secretary's report;
- e. Treasurer's report, including information about bills against the Club current and anticipated;
- f. President's report;
- g. Committee reports;
- h. Unfinished business;
- i. Election of new members;
- j. New business; and
- k. Adjournment.

SECTION 4. VOTING At any meeting of the members of the Club, only those members who are in good standing and who are present at the meeting shall be allowed to vote, except that the annual election of officers, and the vote on amendments to the Constitution and By-laws shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may authorize other specific questions for decision of the members by written ballot cast by mail. All votes at meetings of the Club shall be by show of hands unless the meeting shall adopt a secret ballot.

ARTICLE V. DISCIPLINE

SECTION 1. PARALLEL ACTIONS Any member who is under suspension by the American Kennel Club, under disciplinary action by the BTCA or who shall be found

guilty of violating the by-laws or Code of Ethics of the BTCW may be disciplined or expelled. Any member who is currently under disciplinary action by the AKC automatically shall be suspended from privileges of this Club for a like period.

SECTION 2. CHARGES A member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club or the breed or for violation of the Constitution and by-laws or Code of Ethics. The member must file written charges in duplicate with specifications with the Secretary including a deposit of \$50.00 which shall be forfeited if such charges are not sustained by the Board or a committee following a hearing. The 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 or the breed or a violation of the Constitution and by-laws or Code of Ethics. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the Club or the breed or a violation of the Constitution and by-laws or Code of Ethics, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board or a committee of the Board of not less than three members, not less than three (3) weeks or more than six (6) weeks thereafter. The 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/her own defense and bring witness.

SECTION 3. BOARD HEARING The Board or committee appointed by the Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly. Should the charges be sustained, the Board or the committee may by majority vote of those persons present 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, whichever comes later. If the Board or committee deems that punishment to be insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board or committee has reached a decision, it shall file its findings in written format with the Secretary. The Secretary shall notify each party of the decision and penalty, if applicable. Either party has a right to appeal the decision of the Board or committee at the next Annual Meeting of the members of the Club.

SECTION 4. EXPULSION Expulsion of a member of the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon recommendation of the Board or a committee as provided in Section 3. The defendant shall have the privilege of appearing in his/her behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of those present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the previous penalty decided by the Board or a committee shall stand.

ARTICLE VI. AMENDMENTS

SECTION 1. PROPOSALS Amendments to the Constitution or By-laws may be proposed by the Board or Directors or by written petition addressed to the Secretary signed by 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 for a vote within three (3) months of the date when the Secretary received the petition.

SECTION 2. BALLOTING The Constitution and By-laws may be amended at any time provided that a copy of the proposed amendment has been mailed to each member in good standing on the date of the mailing, accompanied by a ballot on which the member may indicate a choice for or against the action to be taken. Dual enveloped procedures shall be followed to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date of the mailing by which ballots must be returned to and received by the Secretary to be counted. An amendment will pass if two-thirds of the members in good standing voted and returned their ballots within the time limit. The amendment shall become effective on the date the favorable vote is counted or at such other time as specified in the ballot.

ARTICLE VII. AUDITING COMMITTEE

The fiscal year of the Club shall end on the last day of the month in which the annual meeting is held. In January, the President shall appoint a committee to audit the books of the Club. This committee shall report its findings at the annual meeting.

ARTICLE VIII. DISSOLUTION

SECTION 1. DISTRIBUTION OF ASSETS 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 dissolution of the Club, other than for 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 an organization for the benefit of Bedlington Terriers. The Board of Directors shall select this organization.