

**WEST HIGHLAND WHITE TERRIER CLUB OF NEW ENGLAND, INC.  
CONSTITUTION AND BY-LAWS**

**CONSTITUTION**

**ARTICLE I -**

**NAME and OBJECTIVES**

**SECTION 1**

The name of the Club shall be the West Highland White Terrier Club of New England, Inc.

**SECTION 2**

The objectives of the Club shall be:

- A.** To encourage and promote the breeding of purebred, AKC registered 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 the breed by encouraging sportsmanlike competition at dog shows, obedience trials and field trials, and agility trials.
- D.** To conduct matches, clinics, and appropriate programs for the benefit of Club members and Westie enthusiasts.

**SECTION 3**

The Club shall not be conducted or operated for profit, and no part of any remainder or residue from assets, 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.

**BY-LAWS**

**ARTICLE II -**

**MEMBERSHIP**

**SECTION 1**

**Eligibility** – There shall be two types of membership open to all persons who are in good standing with the American Kennel Club and who subscribe to the purpose of the West Highland White Terrier Club of New England (hereinafter known as the “Club.”) While membership is to be unrestricted as to residence, the Club’s primary purpose is to be representative of the breeders, exhibitors, owners, and others interested in the breed in the New England area.

**Type 1**

**FULL MEMBERSHIP**

- A. Individual** – shall be defined as those eighteen (18) years of age or older. Individual Full Memberships shall be entitled to all privileges of the Club, to vote, hold leadership and committee positions. Individual Full Memberships are required to attend one meeting per fiscal year. Individual Full Memberships shall receive one copy of all Club correspondence by electronic notice or by United States Postal Service (hereinafter known as “USPS”) if the Individual Full Membership member does not have access to electronic notices.

- B. **Joint** – shall be defined as two members residing at the same address. Each of these members shall be entitled to all privileges of the Club. Each of these members shall have one (1) vote in Club affairs, hold leadership and committee positions. Each is required to attend one meeting per fiscal year. Joint Full Memberships shall receive one copy of all Club correspondence by electronic notice or by USPS if the Joint Full members do not have access to electronic notices. If, for any reason, a member no longer qualifies for Joint Full Membership, both may apply for an Individual Full Membership. These applications shall not be reviewed by the Board but shall be an “on the books” change of membership type.

**Type 2      LIMITED MEMBERSHIP**

Shall be defined as individuals who wish to support the Club but are unable, through circumstances or distance, to attend the minimum one (1) meeting required to qualify for Full Membership as stated in Article II, Section 4C (Attendance.) Limited Membership holders are welcome to attend club meetings and events but shall be unable to vote or hold leadership or committee positions. Limited Membership holders are required to submit a membership application to be voted upon by the Officers and Board of Directors (hereafter known as the “Board”) but are not required to attend a minimum number of meetings per calendar year. Limited Memberships shall receive one (1) copy of any Club correspondence by electronic notice or by USPS if the Limited Membership member does not have access to electronic notices.

**SECTION 2      Annual Membership Dues** – shall be established and presented for approval by the Board to the voting members for voting at the Annual Meeting. The Treasurer shall send out a statement of dues for the fiscal year immediately following the Annual Meeting (no later than June 30<sup>th</sup>.) Membership dues shall be reviewed annually by the Board. Dues are payable no later than August 30<sup>th</sup> for the fiscal year. A voting member whose dues are not paid for the fiscal year may not vote on any matter. Any member whose dues remain unpaid as of September 30<sup>th</sup> will be automatically dropped from the membership list.

**SECTION 3      Election to Membership** – Each applicant for membership shall apply on a form, as approved by the Board, which stipulates that the applicant agrees to abide by the Club’s Constitution and By-Laws and by the rules of the American Kennel Club. Application shall include the name, address, contact information (telephone and electronic), and occupation of the applicant, and it shall carry the endorsement of two members and a letter of recommendation by the primary sponsor. All applications shall be sent to and recorded by the Corresponding Secretary and voted on by the Board at the next scheduled Board meeting. The applicant’s name will then be published. All members have thirty (30) days to submit in writing to the Board an objection to the acceptance of the proposed member’s application. Receiving none, the applicant will receive a “new member” letter together with an invoice for their annual dues. Members approved before December 31<sup>st</sup> of each year will be responsible for the annual dues; members approved after December 31<sup>st</sup> but before the next fiscal year will be responsible for one- half the cost of the annual dues.

**SECTION 4      Termination of Membership** – Memberships may be terminated by:

- A. **Resignation** – Any member may resign from the Club upon written notice to the Corresponding Secretary. No refund of dues will be made to a resigning member.

- B. **Lapsed** – A member shall be considered lapsed and shall be automatically terminated if such member’s dues remain unpaid by September 30<sup>th</sup> of the fiscal year. However, the Board may grant an additional sixty (60) days of grace to such delinquent members in the case of proven hardship. In no case shall a voting member be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- C. **Attendance** – Any voting member who does not attend a minimum of one (1) meeting per fiscal year shall have his/her membership changed to a Limited Membership and automatically lose his/her voting member status. The member may reapply for Full Membership by attending the next meeting and following original application procedures in accordance with Article II, Section 3.
- D. **Expulsion** – A membership may be terminated by expulsion as provided in Article VII, Section 4 of these By-Laws.

**ARTICLE III                    MEETINGS AND VOTING**

- SECTION 1    The Annual Meeting** of the Club shall be held each year as designated by the Board, and all members shall be advised of the date, time, and place by way of multi-media by the Corresponding Secretary or his/her designee at least thirty (30) in advance thereof. Said Annual Meeting shall be held in June. A quorum for such meeting, in order to transact business of the Club, shall be at least 10% of the voting membership.
- SECTION 2    Club Meetings** – Four (4) meetings of the Club shall be held at such date, time, and place as may be designated by the Board. The Club’s Annual Meeting is included as one of the four meetings. Written notice of each such meeting shall be communicated by way of multi-media by the Corresponding Secretary or his/her designee at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 5% of the voting membership.
- SECTION 3    Special Club Meetings** – Special Club meetings shall be called by the President or by a majority vote 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 voting members of the Club. Such special meetings shall be held at such date, time, and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be communicated by way of multi-media by the Corresponding Secretary at least five (5) days, and not more than fifteen (15) days prior to the date of the meeting. 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 10% of the voting membership.
- SECTION 4    Board Meetings** – Meetings of the Board shall be held at such date, time, and place as may be designated by the Board. Meetings can be held by conference call or electronic device as designated by the Board. Notice of each such meeting shall be given at least five (5) days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board (6) plus the President or succeeding officer.
- SECTION 5    Special Board Meetings** – Special meetings of the Board may be called by the President, or shall be called by the Corresponding Secretary upon receipt of a written request (electronic or via USPS) signed by at least three (3) members of the Board. Such special meetings shall be held at such date, time, and place as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be communicated electronically or via USPS by the Corresponding Secretary at

least five (5) days, and not more than ten (10) days, prior to the date of the meeting, or electronic notice shall be filed at least three (3) days, and not more than five (5) days, prior to the date of the meeting. Any such notice shall state the purpose of the meeting, and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board (6) plus the President or succeeding officer.

**SECTION 6** **Voting** – Each Full Membership member shall be entitled to one vote at any meeting of the Club at which he/she is present or, in cases of Constitution and/or By-Law change, entitled to an absentee ballot upon request to the Corresponding Secretary who shall forward said ballot by electronic medium or by USPS if the Full Membership member does not have access to an electronic ballot. The President or succeeding officer abstains from voting except in the event of a tie.

#### **ARTICLE IV** **DIRECTORS AND OFFICERS**

**SECTION 1** **Board of Directors** – The Board shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and six other persons, all of whom shall be voting members. The President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer 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. The six other persons shall be divided into three groups of two members, each group being elected each year at the Club's Annual Meeting as provided in Article V and shall serve staggered terms with two members elected each year and until their successors are elected. Any member of the Board who is serving an unexpired term may be nominated for another position on the Board. Acceptance of that nomination will automatically create a vacancy of that unexpired position. All such vacated positions and all expired positions will be filled 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.

**SECTION 2** **Officers** – The Club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding 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. President** – shall preside at all meetings of the Club and of the Board and shall have duties and powers normally appurtenant to the office of President in addition to those particularly specified in the Constitution and By-Laws.
- B. Vice President** – shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity and shall regularly serve as a program chair for the Club. Program chair responsibilities include the securing of location for meetings and programs and the appointment of a chair for events.
- C. Recording Secretary** – shall keep the Minutes of all meetings of the Club and Board and of all matters of which a record shall be ordered by the Club. The Recording Secretary shall also be in charge of keeping an attendance sheet at all general meetings to include the signatures of attending members and guests.
- D. Corresponding Secretary** – shall have custody of all Club records and papers not otherwise provided for; shall maintain a record of all/any changes among Club members and forward such information to the Treasurer as required; shall report all correspondence to the Board and general membership; and shall respond to such correspondence as directed.
- E. Treasurer** – shall collect and receive all monies due or belonging to the Club and shall deposit the same in a bank designated by the Board, in the name of the Club. The account books shall at all times be open to inspection by the Board. The Treasurer shall report to the Board at every meeting the condition of the Club's

finances and every item or receipt or payment not before reported, and at the Annual Meeting shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall keep a list of Full and Limited Membership members and shall bring that list to all meetings.

**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 each vacancy, or at a Special Board Meeting called for that purpose. A vacancy in the office of President shall be filled automatically by the Vice President, and the resulting vacancy in the office of the Vice President shall be filled by the Board. Any Board member who fails to attend three (3) Board meetings in a fiscal year will be asked to resign his/her position at the discretion of the majority of the Board.

**ARTICLE V THE CLUB YEAR, ANNUAL MEETING, ELECTIONS**

**SECTION 1** **A. Year** – The Club’s fiscal year shall begin June 1<sup>st</sup> and end on May 31<sup>st</sup>.  
**B. Officers’ Term** – shall begin immediately at the conclusion of the election at the Annual Meeting and shall continue until their successors are duly elected at the next Annual Meeting.

**SECTION 2 Annual Meeting** – The Annual Meeting shall be held in the month of June, at which the Board for the ensuing year shall be elected. If the nominated slate is accepted by the voting members, the Corresponding Secretary shall be asked to cast a ballot for the slate as is. If additional nominations are brought forward, a secret written ballot by the voting member present for those nominated in accordance with Section 4 of Article V shall be cast. They shall take office immediately upon the conclusion of the election, and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within thirty (30) days after election.

**SECTION 3 Elections** – The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The two nominated candidates for the vacant Board positions who receive the greatest number of votes for such positions shall be declared elected.

**SECTION 4 Nominations** – No person may be a candidate in the Club election who has not been nominated. During the month of January, the Board shall select a Nominating Committee consisting of three (3) voting members and two (2) voting alternates, none of whom shall be a member of the Board. The Corresponding Secretary shall immediately notify the committee and alternates of their selection. The President shall name a Chair for the Committee, and it shall be the Chair’s duty to call a committee meeting which shall be held on or before April 1<sup>st</sup>.

- A.** The Committee shall nominate one (1) candidate for each office, and two (2) candidates for the two (2) other positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing.
- B.** Upon receipt of the Nominating Committee’s report, the Corresponding Secretary shall, before May 15<sup>th</sup>, notify each member in writing by way of multi-media of the candidates so nominated.
- C.** Additional nominations may be made at the June meeting by any voting member in attendance, provided that the person so nominated does not decline when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Corresponding Secretary a written statement from the proposed candidate signifying his/her

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 voting members who have not accepted a nomination of the Nominating Committee. If no valid additional nominations are received by the Corresponding Secretary, the Nominating committee's slate shall be declared elected, and no balloting will be required.

D. Nominations cannot be made in any manner other than as provided above.

## **ARTICLE VI**            **COMMITTEES**

**SECTION 1**    The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows and matches, obedience trials and matches, field trials and matches, trophies, annual prizes, membership and other fields 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 services have been terminated.

## **ARTICLE VII**            **DISCIPLINE**

**SECTION 1**    **Suspension** – Any member who is suspended from the privileges of The American Kennel Club automatically shall be suspended from the privileges of the West Highland White Terrier Club of New England for a like period. The suspended member must reapply for privileges of the Club in writing to the Board.

**SECTION 2**    **Charges** – Any member may bring charges against another 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 with a fee which shall be forfeited if charges are not sustained. 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 interest of the Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the Club or breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdictions of the charges, it shall fix a date of a hearing by the Board not less than three (3) weeks or more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

**SECTION 3**    **Board Hearing** – The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. 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 in 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 (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. Any notice of suspension or expulsion may be appealed in writing by the member to the Board. The defendant shall have the privilege of appearing on his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak on his/her own behalf if he/she wishes. The voting membership shall then vote by secret written ballot on the proposed expulsion. A 2/3 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 or by written petition address to the Corresponding Secretary signed by 10% of the voting members. Amendments proposed by such petition shall be promptly consider by the Board and must be submitted to the voting members with 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 20% quorum with a 75% affirmative vote by the voting members in attendance or through a valid absentee ballot and voted on at the Annual June Meeting or at any regular meeting or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and/or sent by way of multi-media to each member at least two weeks prior to the date of the meeting. Absentee ballots must be returned in a sealed envelope via USPS to the Corresponding Secretary no later than five (5) before said meeting.

## **ARTICLE IX** **DISSOLUTION**

**SECTION 1** The Club may be dissolved at any time by the written consent of not less than 2/3 of the voting members. In the event of the dissolution of the Club, whether voluntary or involuntary or by operation of law, none of the property, assets, or proceeds of the Club shall be distributed to any members of the Club. 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.

## **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  
Reading of the Minutes of the last meeting  
Report of the President  
Report of the Recording Secretary  
Report of the Corresponding Secretary

Report of the Treasurer  
Report of Committees  
Election of Officers and Board (at Annual Meeting)  
Unfinished business  
New business  
Adjournment

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

Reading of the Minutes of the last meeting  
Report of the Recording Secretary  
Report of the Corresponding Secretary  
Report of the Treasurer  
Report of Committees  
Unfinished business  
New business  
Adjournment

**ARTICLE XI**            **ROBERTS RULES OF ORDER**

**SECTION 1** Any instance not covered by these By-Laws shall be governed by Roberts Rules of Order.