



WEST HIGHLAND WHITE TERRIER CLUB OF PUGET SOUND

Revised: July 2016, August 2018, December 2019, October 2020

CONSTITUTION and BYLAWS

ARTICLE I – Name and Objectives

Section 1.

The name of the club shall be West Highland White Terrier Club of Puget Sound.

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 everything possible to bring their natural qualities to perfection;
- b) To urge members and breeders to accept the standard of the breed approved by the American Kennel Club as the only standard of excellence by which West Highland White Terriers shall be judged;
- c) To do everything in its power to protect and advance the interest of all pure-bred dogs, to encourage sportsmanlike competition at all matches, dog shows, and obedience trials, tracking tests, agility trials, rally trials, earth dog, and all other performance trials sanctioned by the AKC, and to provide assistance to all members of the fancy;
- d) To conduct sanctioned matches, licensed shows, obedience trials, tracking tests, agility trials, and Earth dog trials under the Rules and Regulations of the American Kennel Club.

Section 3.

The Club shall not be conducted or operated for profit, and no part of any profits or remainder or residual 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 bylaws as may be required to carry out these objectives.

Bylaws

ARTICLE 1 – Membership

Section 1. Eligibility. There shall be six types of membership open to all persons 18 years of age and older (excluding those applying for Junior Membership) who are in good standing with The American Kennel Club, and who subscribe to the objectives of this Club.

- a) Regular (Individual) – Enjoys all club privileges including the right to vote and hold office

- b) Associate or Newsletter – Entitled to all club privileges except voting and office holding [offered to individuals who live outside of the club's area or who are not active]
- c) Life Membership – for those original founders who formed the club between 1982 and 1985 shall be considered Life members and pay no dues, they shall remain eligible to vote and to hold office.
- d) Household — Two (2) adult members residing in the same household, each eligible to vote and hold office.
- e) Junior - Open to children under 18 years of age; a non-voting/non office holding membership which may automatically convert to regular membership at age 18. Junior members do not pay an application fee or dues.
- f) Honorary – An individual who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues and are not eligible to vote, but can maintain regular (or household) membership if they pay dues.

While membership is not restrictive to residence, the goal of the Club is to serve the West Highland White Terrier owners, breeders and exhibitors in the Puget Sound area.

Section 2. Dues. Membership dues shall be determined by the Board of directors each year but shall not exceed \$50.00 annually and shall be payable on or before the first day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Membership Chair shall send via mail or email to each member a statement of dues payable for the ensuing 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 the Constitution and bylaws and the rules of the American Kennel Club.

The application shall state the name, address, and contact information of the applicant and it shall carry the endorsement of two members of the club in good standing. Accompanying the application shall be the application fee . All applications are to be filed with the membership chairman and each application is to be approved via email by the board of directors and read at the first meeting of the board of directors following its receipt. The applicants name is subsequently published in the next newsletter and at the next Club meeting the applicant shall be voted upon by secret ballot and affirmative votes of two thirds of the members present at the meeting shall be required to elect the applicant.

- a) Junior members can be identified at the time an applicant completes an individual or household membership application. They can also be sponsored using the same form at any time by a member in good standing. Said application process shall be the same
- b) Honorary membership for a member in good standing may be proposed and voted on by the Board of Directors or by written petition addressed to the Secretary signed by twenty (20) percent of the membership in good standing. Membership proposed by such petition shall be promptly considered by the Board of Directors at their next Board Meeting or one called for this special purpose

Applicants for membership who have been rejected by the Club may not re-apply within six months after said rejection.

Section 4. Loss of Voting Privileges: The unexcused absence of a voting member from three (3) consecutive meetings or failure to volunteer and work at one annual club event, unless excused by the board of directors, shall operate as the accepted change of that membership from voting

(regular/individual/household) to non-voting (associate/newsletter) status. All written requests for excusal will be considered by the club's board of directors.

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 bylaws Article I, Section 2.
- b) Lapsing. Membership will be considered as lapsed, and thus automatically terminated, if a member's dues remain unpaid 60 days after the first day of the fiscal year; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote any club meeting who's dues are unpaid as of the date of that meeting.
- c) Expulsion. A membership may be terminated by expulsion as provided for in Article VI of these bylaws.

ARTICLE II – Meetings and Voting

Section 1. Club Meetings. Meetings of the club shall be held within the Greater Puget Sound Area or via telephone conference call or via video conference in the months of February, April, May, August, October, and December, unless otherwise ordered by the BOD. These meetings shall be held at such a time and place as may be designated by the Board of Directors. Written notice of each meeting shall be mailed or emailed by the Secretary 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.

Section 2. Special Club Meetings. Special Club meetings may be called by the President, or by a majority vote 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 within the Greater Puget Sound area, or via telephone conference call or via video conference 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) 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 there at. The quorum for such meetings shall be at least twenty percent of the active members in good standing.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held within the Greater Puget Sound Area or via telephone conference call or via video conference at such hour and place as may be designated by the board in the months of February, April, May, August, October, and December, unless otherwise ordered by the BOD. These meetings shall be held at such a time and place as may be designated by the Board of Directors. Written notice of each meeting shall be mailed or emailed by the Secretary at least twenty (20) days prior to the date of the meeting. The quorum for such meetings shall be a majority of the members of the Board.

Section 4. Special meetings of the Board of Directors. Special meetings of the BOD 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 Greater Puget Sound area or via telephone conference call or via video conference at such hour and place as may be designated by the person authorized herein to call such meetings.. Notice of such meetings shall be given in writing via mail or email to all members by the Secretary at least seven (7) days, and not more than fifteen (15) days of the meeting. A ny such notice shall state the purpose of the meeting and no other club business shall be transacted. A quorum f or 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 and meets the criteria identified in Article I Section 4 shall be entitled to one vote at any meeting of the Club at which he is present.

Or in accordance with RCW 24.03.085 by electronic transmission if the name of each candidate and the text of each proposal to be voted upon is set forth in a record accompanying or contained in the notice of the meeting. An election may be conducted by electronic transmission if the corporation has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record. Members voting by electronic transmission are present for all purposes of quorum, count of votes and percentages of total voting power present. 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 (a voting member), and four (4) other persons, all of whom shall be active members of the Club in good standing and all of whom shall be elected for one year terms at the Club's annual meeting as provided in Article IV, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Officers. The Club's officers, consisting of the President, Vice-President, Secretary, and Treasurer shall serve in their respective capacities, both with regard to the Club and its meetings and to the Board of Directors and its meetings. No member shall serve in the same office for more than two consecutive years, with the exception of the offices of Secretary and Treasurer, which may be held by the same person upon majority vote of the members present and voting at the Club meeting at which nominations are presented.

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 and 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 a record shall be ordered by the Club. He shall have charge of the correspondence, notify officers and directors of their election to office, keep a roll of the members of the Club with their current mailing addresses and telephone numbers, and carry out such other duties as are prescribed in these Bylaws.

d) The Treasurer shall collect and receive all monies due or belonging to the Club, and shall deposit same in a bank designated by the Board in the name of the Club. The accounts, books and records shall be open at all times to the inspection of the Board, and the Treasurer shall report their conditions at every meeting along with every item of receipt or disbursement not previously reported. At the annual meeting, the Treasurer shall render a true account of the closing fiscal 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 offices during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at the next regular meeting 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 the limitation on consecutive years in an office.

ARTICLE IV – The Club Year, Annual Meeting, Elections

Section 1. Club year. The fiscal and official year of the Club shall begin on the first day of January, and end on the last day of December.

Section 2. Annual Meeting. The regular December meeting shall be the annual meeting at which Officers and Directors for the ensuing year shall be elected by secret, ballot from among those nominated in accordance with Section 4 of this Article, excepting that in the case of there being no nominations other than those by the nominating committee the slate of unopposed candidates so nominated shall be elected by declaration and announced either at the meeting or via email on said date. They shall take office on January 1 of the ensuing year. Each retiring Officer shall turn over to his successor all properties and records relative to that office within thirty (30) days of the election.

Section 3. Elections. The nominated candidates 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 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 August, 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 immediately notify the committeemen and the alternates of their selection. The Board of Directors shall name the chairman, and it shall be his duty to call a committee meeting, which shall be held on or before September 15.

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 immediately report in writing via mail or email their nominations to the Secretary at least thirty (30) days prior to the October Meeting.

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

c) Additional nominations may be made at the October meeting by any member in attendance, provided the person so nominated does not decline when his name is proposed, and provided further, that if the proposed candidate is not in attendance at this meeting his proposer shall present to the Secretary a written statement from the proposed candidate signifying his 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 under Article III, Section 2 of these Bylaws.

d) No nominations may be made at the Annual Meeting or in any manner other than as provided in this section.

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. Special committees may also be appointed by the President, with the approval of the Board of Directors, 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), and 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 this club for a like period.

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the club or the breed. Written charges with specifications must be filed in duplicate with the

Secretary together with a deposit of \$ 25.00, which shall be forfeited if such charges are not sustained by the Board 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. If the Board considers that the charges do not allege conduct which would be prejudicial to the best Interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date for a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

Section 3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should 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 reprimand or 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 or her fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding shall be in written form and filed with the Secretary. The 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. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The members shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII – Amendments

Section 1. Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by 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 by the Secretary for a vote within three (3) months of the date when the petition was received by the secretary.

Section 2. The Constitution and Bylaws may be amended by a two-thirds secret vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed or emailed to each member at least two (2) weeks 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 of the members. In the event of the dissolution of the Club other than for the purpose of reorganization, 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 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

Minutes of last meeting

Report of President

Report of Secretary

Report of Treasurer

Reports of committees

Election of officers and Board (at annual meeting)

Election of new members

Unfinished business

New business

Adjournment

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

Reading of minutes of last meeting

Report of Secretary

Report of Treasurer

Reports of committees

Unfinished business

New business

Adjournment

ARTICLE X – Parliamentary Authority

Section 1. The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.