

Constitution and By-Laws

of the
California Airedale Terrier Club, Inc.
(Founded 1909, AKC Member)

ARTICLE I Name and Objects

Section 1. The name of the club shall be the CALIFORNIA AIREDALE TERRIER CLUB, INC.

Section 2. The objects of the club shall be:

- (a) to encourage and promote the quality breeding of pure-bred Airedale Terriers and 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 Airedale Terriers shall be judged.
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and obedience trials and to act as a support group for all Airedale Terrier owners.
- (d) To conduct sanctioned and member specialty shows under the rules of the American Kennel Club.

ARTICLE II Membership

Section 1. *Eligibility.* Membership is open to all persons, 18 years or older, who are in good standing with the American Kennel Club, and who subscribe to the purposes of the Club.

Section 2. *Dues.* Membership and initiation fees, not to exceed \$150, shall be set by a vote of the general membership up[on a recommendation by the Board of Directors and shall be payable on or before the first day of January each year. During the month of September, the Treasurer shall send to each member a statement of his dues for the ensuing year.

Section 3. *Election to Membership.*

(a) Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Constitution and By-Laws and the rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of two members. Accompanying the application, the prospective member shall submit an initiation fee as set by the membership and the dues payment for the current year.

Prospective members are required to attend one General Meeting before submitting their application for membership.

(b) Applications must be reviewed by the Board of Directors at the first Board meeting following receipt of the application. The Board will recommend approval or denial of the application to the General Membership.

(c) Favorable votes of 75% of the members in attendance at a meeting of the Club shall be required to elect an applicant. Favorable le votes of all but one of the Directors present at a meeting of the Board shall be required to elect an applicant.

(d) No applicant who has been rejected at any meeting may again be considered at any meeting held within twelve months after the date of the last such rejection.

(e) Honorary Members. Upon recommendation of the Board, Honorary Members may be elected by voice vote of members present at any General Meeting. Such membership will pay no dues but shall have the voting privilege.

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 when in debt to the club. Dues obligations are considered debt to the club and they become incurred on the first day of each fiscal year.

(b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year. No additional notice will be sent.

(c) By expulsion. A membership may be terminated by expulsion as provided in Article VII of these Constitution and By-Laws.

Article III Meetings

Section 1. *Club Meetings.* Meetings of the Club shall be held in the San Francisco Bay Area at least four times each year, at such hour and place as may be designated by the President. Written notice of each such meeting shall be mailed at least ten days prior to the date of the meeting. The quorum for such meetings shall be twenty percent of the membership in good standing.

Section 2. *Special Club Meetings.* Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board or by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meeting shall be held in the San Francisco Bay Area and at such hour and place as may be designated by the persons or persons authorized herein to call such meetings. Written notice of such meetings shall be mailed by the Secretary at least five days and not more than fifteen days prior to the date of the meeting. The quorum for such a meeting shall be twenty percent of the membership in good standing.

Section 3. *Board Meetings.* Meetings of the Board of Directors shall be held in the San Francisco Bay Area as called by the Board, but not less often than quarterly in each year, at such hour and place as may be designated by the Board. The quorum for such a meeting shall be a simple majority.

Section 4. *Special Board Meetings.* Special meetings of the Board may be called by the President; or shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held at such place, date and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be mailed by the Secretary at least five days and not more than ten days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other businesses shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

ARTICLE IV Directors and Officers

Section 1. *Board of Directors.* The Board shall be comprised of the President, Vice-President, Secretary and Treasurer, and five directors all of whom shall be elected at the Club's Annual Meeting as provided in Article V. 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 the Board and its meetings.

(a) The *President* shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the Office of President in addition to those particularly specified in these Constitution and By-Laws.

(b) The *Vice-President* shall have the powers and exercise the duties of the President in case of the President's death, absence or incapacity.

(c) The *Secretary* shall keep a record of all meetings of the Club and of the Board and of all Matters of which a record shall be ordered by the Club. The Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses and carry out other duties as are prescribed in these Constitution and By-Laws.

(d) The *Treasurer* shall collect and receive all moneys due or belonging to the Club and receipt thereof. The Treasurer shall deposit the same in a bank satisfactory to the Board, in the name of the Club. The Treasurer's books shall at all times be open to inspection of the Board and the Treasurer shall report to them at every meeting the condition of the Club's finances and, upon request, every item or receipt or payment and not before reported; and at the Annual Meeting shall render an account of all moneys received and expended during the previous fiscal year.

Section 3. *Vacancies*. Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority of all the then members of the Board at its first regular meeting following the creation of such vacancy.

(a) 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 as stated.

ARTICLE V

The Club Year, Annual Meeting, Elections

Section 1. *Club Year*. The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club's official year shall begin immediately at the conclusion of the election at the Annual Meeting and shall continue through the election at the next Annual Meeting.

Section 2. *Annual Meeting*. The Annual Meeting shall be held in the month of December at which officers, directors, and delegate for the ensuing year shall be elected from among those nominated in accordance with Section 6 of this Article. Officers shall be elected for a one-year term. Directors shall be elected for a two-year term. Three directors shall be elected on odd years, and two directors shall be elected on even years. The officers and directors shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within thirty (30) days after the election.

Section 3. *Delegate*. The delegate who may, but need not, be an officer or director or member of the Club, shall serve until the credentials of his successor have been acted upon with approval by the Board of Directors of the American Kennel Club unless he has resigned or unless his status as a delegate has been terminated by vote of the Club membership.

Section 4. *Proxies*. Voting by Proxy will not be permitted.

Section 5. *Elections*. The nominated candidate receiving the greatest number of votes for each office and for delegate shall be declared elected.

Section 6. *Nominations*. No member is eligible to be a candidate in a Club election who has not been nominated. During the month of September, the President, with the approval of the Board, shall select a nominating committee consisting of five members, not more than one of whom shall be an officer or Board Member. The Secretary shall immediately notify the committeemen of their selection. The President, with approval of the Board, shall also name a Chairman for the Committee and it shall be his duty to call a committee meeting which shall be held within two weeks after the committee is notified of its selection.

(a) The committee shall nominate one candidate for each office and for delegate and three or two candidates for the three or two positions of the Board and ascertain the willingness of the candidates to serve and notify the members not less than two weeks before the Annual Membership Meeting.

(b) Additional nominations may be made by any member provided that the person so nominated accepts. His proposer shall present to the Secretary a written statement from the proposed candidate signifying his 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 members who have not accepted a nomination of the Nomination Committee.

(c) No nominations will be accepted at the Annual Membership Meeting. Additional nominations may be made at the meeting prior to the Annual Meeting. Nominees must accept nomination verbally or in writing at the time of nomination.

ARTICLE VI

Committees

Section 1. The President, with approval of a majority of the Board, may each year appoint standing and special committees at advance the work of the Club in such matters as dog shows, 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.

Section 2. *Termination of Committees.* Any committee appointed may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee, and the President, upon Board approval, may appoint successors to those persons whose services have been terminated.

ARTICLE VII 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. *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. The Secretary shall promptly notify the Board which shall meet and first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. It may refuse to entertain jurisdiction. If deemed necessary, the Board will fix a date of a Board hearing not less than three weeks nor more than six 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, suspend the defendant from all privileges of the Club for not more than six 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 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 60 days but not earlier than 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 invite the defendant, if present, to speak in his own behalf if he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-third vote of those present 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 of Directors or by written petition addressed to the Secretary signed by twenty 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 By-Laws may be amended by a two-third vote of the members present and voting at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

Section 3. No amendments shall become effective until approved by the American Kennel Club.

ARTICLE IX Dissolution

Section 1. 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 purposes of reorganization, none of the property of the Club nor any of the proceeds thereof nor any assets of the Club shall be distributed to any members of the Club. After payment of all the debts of the Club, its property and assets shall be donated to a charitable organization for the benefit of dogs to be selected by the Board of Directors.

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

Minutes of the last meeting

Report of the Board

Report of the President

Report of the Secretary

Report of the Treasurer

Report 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

Report of Committees

Unfinished business

Membership applications

New Business

Adjournment

Amended February 21, 1987

Approved by AKC: October 20, 1987