

Constitution and By-Laws

of the

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

CONSTITUTION

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, trials, tests, matches and other events sanctioned by The American Kennel Club and to act as a support group for all Airedale Terrier owners.
- (d) To conduct sanctioned and member specialty events under the rules and regulations of the American Kennel Club.

Section 3. The Club shall not be conducted or operated for profit. No part of any income or remainder or residue from dues or donations or fees paid 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.

ARTICLE II

Club Territory

The focal point of California Airedale Terrier Club's territory is Livermore, California. The Club territory shall extend north to Santa Rosa, Sacramento and Modesto to the east, San Jose to the south and west to the Pacific Ocean.

BYLAWS

ARTICLE I

Membership

Section 1. *Eligibility.* Membership is open to all persons who are in good standing with the American Kennel Club, who subscribe to the purposes of the Club and who meet the requirements set forth in this Article.

Section 2. *Dues.* Membership and initiation fees, not to exceed \$150, shall be set by a vote of the general membership upon 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 November, the Treasurer shall send to each member a statement of his dues for the ensuing year.

Section 3. *Types of Membership.*

(a) *Regular Membership.* Shall be open to all persons eighteen years of age or older in good standing with The American Kennel Club and who subscribe to the purposes of this Club. Regular Members shall enjoy all Club privileges including the right to vote for Officers and Board Members and Amendments to these bylaws, to hold office and to serve on Club committees, except as noted elsewhere in this section.

(b) *Junior Membership.* Shall be open, at a reduced rate, to individuals at least 9 years of age and not more than 18 years of age who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. Junior members shall enjoy all the rights and privileges of Regular Members except the right to vote for Officers and Board Members, the right to hold office and any other rights granted by the Club or Board which it shall deem as appropriate for Regular Members only. Upon reaching eighteen years of age Junior Members may request Regular Membership. No additional initiation fee shall be charged.

Section 4. *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.

All prospective members are required to attend one General Meeting in the calendar year before submitting their application for membership. Junior members must obtain the written consent of a parent or guardian.

(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.

Favorable votes of three-quarters of the Directors present at a meeting of the Board shall be required to recommend approval of an applicant.

(c) Favorable votes of 75% of the members in attendance at a meeting of the Club 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.

Section 5. *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. Obligations other than dues are considered debt to the Club and must be paid in full prior to resignation.

(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. 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 at any Club meeting whose dues are unpaid as of the date of that meeting.

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

Section 6. *Voting.* Each Regular member who is in good standing and whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he/she is present.

Article II
Meetings

Section 1. *Club Meetings.* Meetings of the Club shall be held in the CATC territory 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 sent or e-mailed at least ten days prior to the date of the meeting. The quorum for such meetings shall be twenty percent of the membership eligible to vote.

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 CATC territory at such hour and place as may be designated by the persons or persons authorized herein to call such meetings. Notice of such meetings shall be sent or e-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 eligible to vote.

Section 3. *Board Meetings.* Meetings of the Board of Directors shall be held in the CATC territory 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 majority of the Board of Directors.

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. Notice of such meeting shall be sent or e-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.

Section 5. *Board Communications.* The Board of Directors may also conduct meetings via teleconference and/or video conference.

ARTICLE III
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 IV. 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 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. The Treasurer shall keep a roll of the members of the Club with their addresses.

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.

(b) In the event that any Board member is absent for three or more consecutive meetings without just cause, the remaining Board members may declare the seat vacant.

Section 4. *Delegate.* The Delegate to the American Kennel Club shall represent the interests and views of the Club and make regular reports to the Board and to the membership.

(a) The Delegate shall be selected by a vote of membership as described in Article IV.

(b) The term of Delegate shall be one year.

(c) The Delegate may, but need not, be an officer or director or member of the Club.

(d) Unless the individual holding the position of Delegate is also elected or appointed as an Officer or Director of the Club, the Delegate shall not have a vote or position on the Board.

(e) A vacancy in the position of delegate may be filled for the unexpired term by a majority vote of the members of the Board of Directors.

ARTICLE IV
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. Elections shall be by secret ballot.

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 third quarter of each year, the President, with the approval of the Board, shall select a nominating committee consisting of three to five members, not more than one of whom shall be an officer or Board Member. The Secretary shall immediately notify the committee members 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. The membership shall be notified of the committee's slate not less than two weeks before the General Meeting prior to the Annual Membership Meeting. (b) Additional nominations may be made at or before the General Meeting prior to the Annual Membership Meeting 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 except for the position of delegate. (c) Nominations cannot be made at the Annual Membership Meeting.. or in any manner other than as provided for in this Section.

Section 7. *Club Communications*. Notices of Board meetings, general meetings, elections and other official business may be provided via e-mail provided that the member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable at any time, will also release the Club from any liability should the notification be received late or not received by the member or board member due to circumstances beyond the Club's control.

ARTICLE V Committees

Section 1. The President, with approval of a majority of the Board, may each year appoint standing and special committees to 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. The Board shall define the scope, objectives and authorities of each committee. Under no circumstances shall a committee or committee member have the authority to hire for pay any individual without prior consent of the Board.

Section 3. *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(s), and the President, upon Board approval, may appoint successors to those persons whose services have been terminated.

ARTICLE VI Discipline

Section 1. *American Kennel Club Suspension*. Any member who is suspended from any of the privileges of the American Kennel Club automatically shall be suspended from all 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 VII 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 eligible to vote at least two weeks prior to the date of the meeting. Voting shall be conducted by secret ballot.

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

ARTICLE VIII 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 whether voluntary or involuntary or by operation of law, 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 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 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

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.

Approved by CATC Board March 16, 2014
Approved by CATC Membership July 26, 2014
Approved by AKC Board September 8, 2014
Effective September 8, 2014