

CONSTITUTION OF THE SOFT-COATED WHEATEN TERRIER CLUB OF GREATER ST. LOUIS, INC.

Revision History:

Adopted August 24, 1980
Amended March 13, 1984
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Amended July 14, 1987
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Amended October 12, 1999
Amended December 1, 2009
Amended August 25, 2012

ARTICLE I – NAME

This club shall be known as "THE SOFT-COATED WHEATEN TERRIER CLUB OF GREATER ST. LOUIS, INC."

ARTICLE II – LOCATION

The meeting of the Club shall be held permanently in the Metropolitan St. Louis area, but the business office of the Club shall be located at the address of the Recording Secretary.

ARTICLE III – PURPOSE

The purpose of this Club is:

- a) to increase and promote quality in the breeding of pure-bred Soft-Coated Wheaten 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 the Soft-Coated Wheaten 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;
- d) to conduct sanctioned and licensed specialty shows under the rules of The American Kennel Club.

ARTICLE IV – MEMBERSHIP

Membership in the Club shall be open to all persons interested in the purpose of the Club. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders, exhibitors and pet owners in its immediate area.

ARTICLE V – OFFICERS

Section 1. The officers of this Club shall be President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary.

Section 2. The officers of this club shall be elected by ballot at the November meeting to serve for a one-year term. No officer having remained in office for two years, with the exception of the position of Treasurer who can serve for up to five years, shall be eligible for nomination to that same office until a period of one (1) year has elapsed.

ARTICLE VI – EXECUTIVE BOARD

Section 1. There shall be elected annually from the membership of the Club three Directors who shall meet with the officers of the Club to formulate plans and decide all purposes and procedures of the Club. They shall be elected at the November meeting and shall serve a term of one year. No Director having remained in office for two years shall be eligible for nomination to that same office until a period of one (1) year has elapsed. These three Directors together with the officers of the Club shall constitute the Executive Board.

Section 2. Vacancies occurring among the members of the Executive Board shall be filled by election of the Executive Board, such officers to serve only until the next ANNUAL meeting.

ARTICLE VII – MEETING

Section 1. Unless otherwise ordered by the Board, regular meetings shall be held at least quarterly in the metropolitan area of St. Louis, State of Missouri.

Section 2. The regular November meeting shall be the Annual Meeting for hearing reports from the officers and for election of same.

Section 3. Special meetings of the members for special purposes may be called by the President, or by written request of five members of the Club. Such special meetings may transact only such business specified in the call, and special meetings may not supersede regular meetings, except when specially provided for. (See Article III, Section 2 of by-laws).

Section 4. The Executive Board shall meet at least bi-annually, although the President of the Club may have an Executive Board meeting every month. The Executive Board may act on Club business at meetings or by E-mail. All interim actions will be reported and included in the minutes of the next Board meeting.

Section 5. Special meetings of the Executive Board may be called by the President, Vice President or either Secretary, or by written request of two members of the Executive Board or five members of the Club. Written notice of such meeting shall be mailed by Recording Secretary at least 5 days prior to such meeting.

ARTICLE VIII – AMENDMENT

Section 1. 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. Amendments to the constitution and by-laws may be proposed by the Executive Board or by written petition addressed to the Recording Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Executive Board and must be submitted to the members with recommendations of the Executive Board by the Recording Secretary for a vote within three months of the date when the petition was received by the Recording Secretary.

Section 2. The constitution and by-laws may be amended by a 2/3 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 E-Mailed to each member at least two weeks prior to the date of the meeting.

ARTICLE IX – NOT FOR PROFIT

This Club shall not be conducted or operated for profit and no part of any profit or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

BY-LAWS OF THE SOFT-COATED WHEATEN TERRIER CLUB OF GREATER ST. LOUIS, INC.

ARTICLE I – MEMBERSHIP

Section 1. Eligibility. There shall be one type of membership open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. Prospective members who live within a 50 mile radius of the Greater St. Louis area must attend at least two regular club meetings or one regular meeting and one Club function before applying for membership. Prospective members who live more than 50 miles outside the Greater St. Louis area must attend at least two club functions before applying for membership.

Section 2. Dues. Membership dues shall be \$10.00 per year, payable on or before the 1st day of February of each year. No member may vote whose dues are not paid for the current year. During the month of January, the Treasurer or Blazoner editor shall send to each member a statement of his dues for the ensuing year.

Section 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Executive Board which shall provide that the applicant agrees to abide by these constitutions and by-laws, the rules of the American Kennel Club, and the Code of Ethics of the Soft Coated Wheaten Terrier Club of America, Inc. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing. Any member endorsing another individual's membership must have personally known the applicant for at least 6 months and be able to attest to the applicant's integrity, reliability and good practices as a responsible or prospective owner. No member can endorse another individual for membership until they have been a member of the Club for at least 2 years. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Recording Secretary and each application will be E-mailed to the membership for consideration. Members have 30 days to respond to the board with any comments or concerns regarding the applicant(s). After the 30 days have passed, the board will vote on the membership. The applicant(s) must receive a majority vote of the board to be approved.

Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

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 Recording Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a 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 90 days after the first day of the fiscal year; however, the Executive Board may grant an additional 90 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 II of these by-laws.

ARTICLE II – 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 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 Recording Secretary together with a deposit of \$25 which shall be

forfeited if such charges are not sustained by the Executive Board following a hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Executive Board or present them at an Executive Board Meeting, and the Executive 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 interest of the Club, it may refuse to entertain jurisdiction. If the Executive Board entertains jurisdiction of the charges it shall fix a date of hearing before the Executive Board not less than three or more than six weeks thereafter. The Recording Secretary shall promptly send a 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 Executive 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 evidence and testimony presented by complainant and defendant, the Executive 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 suspensions shall not restrict the defendant's right to appear before his fellow-members at the ensuing Club meeting which considers the Executive Board's recommendation. Immediately after the Executive Board has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the Executive 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 the Executive Board hearing and upon recommendation as provided in Section 3 of this Article. Such proceeding 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 Executive 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 Executive Board's findings and recommendations and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members 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 voted, the Executive Board's suspension shall stand.

ARTICLE III – MEETING AND VOTING

Section 1. Club Meetings. Meetings of the Club shall be held in the Greater St. Louis area at least quarterly, unless otherwise ordered by the Board at such hour and place designated by the Executive Board. Notice of each meeting shall be published in the Club newsletter and may also be E-mailed to the membership at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing.

Section 2. Special Club Meetings. Special meetings of the members for special purposes may be called by the President, or shall be called by the Recording Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings may transact only such business specified in the call, and special meetings may not supersede regular meetings, except when specially provided for. Such special meetings shall be held in the Greater St. Louis area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be E-mailed to the membership at least 5 days and not more than 15 days prior to the date of the meeting, and 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 20% of the members in good standing.

Section 3. Board Meetings. Meetings of the Executive Board shall be held in the Greater St. Louis area bi-annually at such hour and place as may be designated by the Executive Board. Notice of

each such meeting shall be E-mailed to the Executive Board members at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Executive Board.

Section 4. Special Board Meetings. Special meetings of the Executive Board may be called by the President; or shall be called by the Recording Secretary upon receipt of a written request signed by at least three members of the Executive Board. Such special meetings shall be held in the Greater St. Louis area at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be E-mailed to the Executive Board members at least 5 days and not more than 10 days prior to the date of the meeting, or telegraphic notice shall be filed at least 3 days and not more than 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 Executive Board.

Section 5. Voting. Each member in good standing 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. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE IV – OFFICERS & EXECUTIVE BOARD

Section 1. Executive Board. The Executive Board shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and three Directors, who shall be elected from the membership for one year terms. General management of the club's affairs shall be entrusted to the Executive 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 Executive Board and its meetings. No officer having remained in office for two years, with the exception of the position of Treasurer who can serve for up to five (5) consecutive one-year terms, shall be eligible for nomination to that same office until a period of one (1) year has elapsed.

- a) The President shall preside at all meetings of the Club and of the Executive Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these by-laws.
- 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 Recording Secretary shall keep a record of all meetings of the Club and Executive Board and of all matters of which a record should be ordered by the Club. Minutes of all meetings will be E-mailed to the membership within 2 weeks of the meeting date. He/she shall keep a record of the Constitution and By-Laws with Amendments, Rules of Order, and Standing and Special Rules. He/she shall supply a committee with such records and papers as proper for the performance of its duties, and assist the President by preparing an agenda of business that is to come from the Club and carry out such other duties as are prescribed in this Constitution and By-laws. He/she shall keep a roll of membership, indicating the voting status of each member as currently active or inactive as prescribed by these Constitution and By-laws.
- d) The Corresponding Secretary shall have charge of the correspondence, notify members who are appointed to Committees, notify members of meetings, notify new members of their election to membership and carry out such other duties as may be assigned to him/her by the President or Executive Board.
- e) The Treasurer shall collect and receive all monies due or belonging to the Club. He/she shall deposit the same in a bank designated by the Executive Board, in the name of the Club. His/her books shall be at all times open to the inspection of the Executive Board and he or she shall report to them at every meeting the condition of the Club's finances and every item of

receipt or payment not before reported; and at the Annual Meeting he/she shall render an account of all monies received and expended during the previous fiscal year. An independent audit of the books shall be conducted whenever a new treasurer takes office. The Treasurer shall receive a copy of all contracts pertaining to the money transactions. The signature of the treasurer or President shall be required on each check drawn against the Club funds. The Treasurer shall be bonded in such amount as the Executive Board shall determine.

Section 3. Vacancies. Any vacancies occurring on the Executive Board or among the Offices during the year shall be filled until the next annual election by a majority vote of the then members of the Executive Board at its first regular meeting following the creation of such vacancy, or at a Special Executive 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 Executive Board.

ARTICLE V – THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

Section 1. Club Year. The Club's year shall begin on the 1st day of January and end on the 31st day of December.

Section 2. Annual Meeting. The Annual Meeting shall be held in the month of November at which Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office on January 1 and each retiring officer shall turn over to his or her successor in office all properties and records prior to January 1

Section 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for other Director positions on the Executive Board who receive the greatest number of votes for such positions shall be declared elected.

Section 4. Nominations. No person may be a candidate in a Club Election who has not been nominated. Prior to August 15 the Executive Boards shall select a Nominating Committee consisting of three members, not more than two of whom may be members of the Executive Board. The Executive Board shall name a Chairman for the Committee and it shall be his or her duty to call a committee meeting which shall be held on or before September 1st.

- a) The Committee shall nominate one candidate for each office and three candidates for director and after securing the consent of each person so nominated, report their nomination via E=Mail to the Executive Board by September 15.
- b) Upon receipt of the Nominating Committee's report, the results will be published in the Club newsletter or sent vial E-Mail to the membership by September 30.
- c) Additional nominations may be made by the membership. To nominate, two members must submit written notification proposing the same nominee for the same position and the proposed nominee must send a written statement signifying willingness to be a candidate to the recording secretary prior to October 15. These nominations will be published in the Club newsletter or emailed to the membership at least two weeks prior to the Annual Meeting.

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 Nominating Committee and have indicated their willingness to serve.

- d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section

ARTICLE VI – COMMITTEES

Section 1. The Executive Board may each year appoint standing committees to advance the work of the Club in such matters as 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 Executive Board. Special committees may also be appointed by the Executive 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 Executive Board upon written notice to the appointee; and the Executive board may appoint successors to those persons whose services have been terminated.

ARTICLE VII – DISSOLUTION

Section 1. Dissolution. The Club may be dissolved at any time by the written consent of not less than 2/3 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 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 for the benefit of dogs selected by the Executive Board.

ARTICLE VIII – 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 (Recording and Corresponding)
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (at Annual Meeting in November)
- Unfinished Business
- New Business
- Adjournment

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

- Minutes of Last Meeting
- Report of President
- Report of Secretary (Recording and Corresponding)
- Report of Treasurer
- Report of Committees
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

ARTICLE IX – SPECIALTY SHOW JUDGES SELECTION

Section 1. Selection of Specialty Show Judge. A judge selection committee shall be set up each year consisting of the Show Chairman and two Club Members appointed by the President. The committee shall work with the all-breed clubs holding shows on the accompanying weekend to determine if judges can be selected from their panels before selecting a Specialty judge independently. The Executive Board will determine the judge's fee budget. The judge selection committee will be responsible for securing the Breed and Sweeps judges and confirming the agreement in writing stating the Specialty date and terms of the fees. This letter must be acknowledged by the judge with his/her signature on the bottom. The letter will be kept in the Show Chairman files.