

**WASHINGTON STATE SCOTTISH TERRIER CLUB
CONSTITUTION AND BY LAWS**

CONSTITUTION

ARTICLE I. NAME AND PURPOSE

SECTION 1. NAME

The name of the Club shall be the **WASHINGTON STATE SCOTTISH TERRIER CLUB.**

SECTION 2. PURPOSE OF THE CLUB

A. To further the advancement of the Scottish Terrier through the promotion and encouragement of the breeding of better specimens of the Scottish Terrier.

B. To do all in the Club's power to protect and advance the interests of the Scottish Terrier breed and to encourage sportsmanlike conduct at dog shows, obedience trials or other competitive events at which the Scottish Terrier may compete.

C. To conduct sanctioned matches, dog shows, obedience trials, or other competitive events under the rules of the American Kennel Club.

SECTION 3. NOT FOR PROFIT

The Club shall be conducted on a not-for-profit basis and no part of any profits, dues, donations, or any other revenue generating activities shall accrue to any member or individual.

SECTION 4. BY-LAWS

The members of the Washington State Scottish Terrier 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

Membership shall be open to all persons who subscribe to the purposes of this Club and who are in good standing with the American Kennel Club. Membership shall be unrestricted as to residence.

A. **REGULAR MEMBERS.** Membership shall be open to any person eighteen (18) years of age or older, who is interested in or owner of a Scottish Terrier, who subscribes to the purposes of the Club, and who has submitted an application and been elected in accordance with Section 3 hereof.

B. **JUNIOR MEMBERS.** Junior membership shall be open to any person from ten (10) through seventeen (17) years of age. Junior Members may not vote, hold office, or sponsor new members. Prospective Junior Members must submit an application and be elected in accordance with Section 3 hereof. Junior Members automatically convert to Regular Members on their eighteenth birthday.

SECTION 2. DUES

Membership dues shall be no more than \$25 per person per year, payable on or before the first day of January of each year. The amount of membership dues may be established and/or changed by a majority vote of the members in good standing at any regular or special meeting but payable on the date so stated. During the month of November, the treasurer shall send to each member a statement of dues owing for the ensuing year, or notice of same shall be printed in the Clan Clarion and sent in November.

SECTION 3. ELECTION OF MEMBERSHIP

Each applicant for membership shall apply on a form as approved by the Club's Board of Directors, which shall provide that the applicant agrees to abide by the Club's Constitution and By-Laws, the rules of the Scottish Terrier Club of America and the American Kennel Club. Accompanying the application, the prospective member shall submit dues payment for the current year. Individuals suspended from or currently being disciplined by the Scottish Terrier Club of America or the American Kennel Club will not be considered for membership in the Washington State Scottish Terrier Club. Applications shall state the name, address and occupation of the applicant and any other information deemed necessary by the Board of Directors. The application shall carry the endorsement of two Club members in good standing. The applicant's two Sponsors may not be related to the applicant or to each other. The application will be submitted to the Membership Chair and read at the first meeting of the Club following its receipt. Before the application can be voted upon, the applicant must attend at least two General Membership meetings or one General Membership meeting and one Club event. Attendance at General Membership meetings or Club events, up to six months before application is made, will be considered to have met this requirement. If this requirement is not met within six months of filing the application, the application becomes void. If it is impossible or impractical for a prospective member to meet this requirement due to distance or other extenuating circumstance,

the President or Board of Directors may recommend to the membership to waive this requirement. An affirmative vote of two-thirds of the members present and voting shall be required to elect the applicant to membership. Applicants for membership who have been rejected by the Club may not re-apply within six months of such rejection. All completed application forms shall be held by the Membership Chair.

SECTION 4. TERMINATION OF MEMBERSHIP

- A. Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary. All debts to the Club must be paid prior to resignation being accepted.
- B. A membership will be considered lapsed and automatically terminated if the member's dues remain unpaid 30 days past the first day of January each year. The Board of Directors, however, may grant an additional 30 days of grace, upon request, in meritorious cases.
- C. A membership may be terminated by expulsion as provided in Article VIII, Section 4, of these By-Laws.

SECTION 5. MEMBERS IN GOOD STANDING

A member shall be considered "in good standing" if he/she

- A. Is not in debt to the Club
- B. has paid his/her dues.
- C. Is not currently being disciplined by the STCA, the AKC, or WSSTC. A member not in good standing may not vote, hold office, nominate candidates for office, make or second motions in meetings, or sponsor new members.

ARTICLE III. MEETINGS AND VOTING

SECTION 1. CLUB MEETINGS

Club Meetings shall be held within a radius of 175 miles of the City of Seattle, Washington. The day of the month, location, and time of day for the meeting shall be designated by the Board of Directors or delegated to the President by the Board. The schedule for meetings for the ensuing year shall be established at the first Board meeting following the annual election. Notice of meetings shall be sent at least 10 days but no more than 60 days prior to the date of the meeting. See Article IV, Section 1D. The quorum for meetings shall be eight (8) 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 members of the Board who are present and voting at any regular or special meeting of the Board, or called by the Corresponding Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held within 175 miles of the City of Seattle, Washington, at such place, time, and date as may be designated by the person or persons authorized herein to call such meetings. Said notice shall state the purpose of meeting, and no other Club business may be transacted thereat. Notice of such a meeting shall be sent by the Corresponding Secretary at least seven (7) days but no more than thirty (30) days prior to the meeting. See Article IV, Section 1D. The quorum for such a meeting shall be eight (8) members.

SECTION 3. BOARD OF DIRECTORS MEETINGS

Meetings of the Board of Directors shall be held at least quarterly within 175 miles of the City of Seattle, Washington at such place, time and day as may be designated by the President. Notice of meetings shall be sent by the Corresponding Secretary at least ten (10) days but no more than sixty (60) days prior to the meeting. See Article IV, Section 1D. Members of the Board may participate by conference call or similar communication, provided that all Board members can communicate with one another at the same time. The quorum for such meetings shall be a simple majority of the Board.

SECTION 4. SPECIAL BOARD MEETINGS

Special meetings of the Board of Directors may be called by the President or by the Corresponding Secretary upon receipt of a petition signed by any three members of the Board. Such special meetings shall be held within 175 miles of the City of Seattle, Washington, at the place, time and date designated by the person authorized to call such a special meeting. The Corresponding Secretary shall, upon receipt of either request, provide notice of such meetings to all Board members at least three (3) days prior to the meeting date. See Article IV, Section 1D. Any such notice shall state the purpose of the meeting and no other business shall be transacted at this meeting. Members of the Board may participate by conference call or similar communication provided that all Board members can communicate with one another at the same time. A quorum for such a meeting shall be a simple majority of the Board.

SECTION 5: VOTING

Each member in good standing 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. DIRECTORS AND OFFICERS

SECTION 1. BOARD OF DIRECTORS

The Board of Directors shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and two Members-at-Large, all of whom shall be Club members in good standing. All Board Members shall be elected for one year terms to perform the duties associated with the office and may be removed from the Board by the President with approval of a majority of the Board. Otherwise, these officers shall serve until their successors are elected. The Board of Directors shall be responsible for planning, policies and procedures for the Club, and such other duties as may be assigned by the general membership. The Board shall assure that the activities of the Club are properly and adequately insured, including both General Liability and Directors' and Officers' coverage.

SECTION 2. OFFICERS

A. The 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 these By-Laws.

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

C. The Recording Secretary shall keep a record of all meetings of the Club, of the Board, and of all matters of which a record shall be ordered by the Club. The Recording Secretary shall keep a complete and accurate roll of the membership together with their addresses, email addresses, and phone numbers where available.

D. The Corresponding Secretary shall have charge of all correspondence other than that correspondence delegated by the President in special circumstances. However, in no event shall the Corresponding Secretary initiate correspondence with any individual or organization, unless at the direction of the President, the Board, or by majority vote of the general membership. The Corresponding Secretary shall be responsible for written notification of the Board Members of Board meetings, and members of Club meetings, and shall carry out other duties as prescribed by these By-Laws. The Corresponding Secretary may utilize US Mail, the Clan Clarion, e-mail, fax, or any other means that will accomplish the purpose. For the purposes of these By-Laws, a mailing is deemed delivered when deposited at the United States Postal Service.

E. The Treasurer shall collect, receive, and disperse all monies due to, or belonging to, the Club. Dispersal of amounts over \$60 shall be only with the approval of a majority of the Board or by a majority vote of the Club members present and voting at a General Membership meeting, unless said amount is included in a budget approved by the Board of Directors. The Treasurer shall deposit all money in a banking institution designated and approved by the Board, in the name of the Club. The Treasurer's books shall be open at all times for inspection by the Board and he/she shall report at every meeting of the Board of Directors the condition of the Club's bank statement. At General Membership meetings the Treasurer shall make a brief report giving the condition of the Club's finances. At the Annual Meeting the Treasurer shall render an account of all monies received and expended during the previous fiscal year, which has been audited by the President and both the Secretaries of the Club. The Treasurer shall provide the Recording Secretary and Corresponding Secretary with a current membership list every six months beginning on the first day of March showing all members who are current in their dues payments.

SECTION 3. VACANCIES

Any vacancies on the Board of Directors or Club officers, which occur during the year after the annual election, shall be filled by a majority vote of members of the Board. This vote will take place at the first regular Board meeting following the creation of such a vacancy, or at a special Board meeting called for that purpose. The only exception to this rule is a vacancy in the office of President, which shall be filled automatically by the Vice President.

ARTICLE V. THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1. CLUB YEAR

The Club's fiscal year shall begin on the first 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 October at which Members of the Board shall be elected by secret written ballot from among those nominated in accordance with Section 4 of this article. They shall take office immediately upon the conclusion of the election and each retiring Board Member shall turn over to his/her successor in office all properties and records relating to that office within one week after the election.

SECTION 3. ELECTIONS

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The two candidates for Member-at-Large who receive the greatest number of votes shall be declared elected. Ties shall be resolved by a re-election of the tied votes only.

SECTION 4. NOMINATIONS

No person may be a candidate for office in the Club election who has not been nominated.

A. During the month of July, the Board of Directors shall select a nominating committee consisting of three Club members, one of which shall be designated as chairman of the committee. No committee member may be a Board Member of the Club.

B. The committee shall nominate at least one candidate for each office and two candidates for the two Member-at-Large positions on the Board of Directors. After securing consent to serve from each person nominated, the committee shall provide a report to the Corresponding Secretary in writing no later than September 5.

C. The Corresponding Secretary shall, before September 15, notify each member of the Club in writing of the candidates so nominated.

D. Additional nominations may be made at the October meeting by any member in good standing in attendance, provided that the person so nominated does not decline when his/her name is proposed. If the proposed candidate is not in attendance at this meeting, his/her proposer shall present to the Recording 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.

ARTICLE VI. COMMITTEES

SECTION 1: STANDING COMMITTEES AND COMMITTEE APPOINTMENTS

After the Annual Meeting election, Chairs for the standing committees of Membership, Rescue, Breeder Referral, Specialty, and Clan Clarion shall be appointed and approved by the Board. The Board shall also appoint and approve Chairs for any other committees deemed necessary for the completion of the Club's business. All committees shall always be subject to the authority of the Board.

SECTION 2. TERMINATION OF COMMITTEES

Any committee appointment may be terminated by a majority vote of the Board at a Board meeting or the membership at a general meeting and written notice shall be sent to the terminated appointee by certified mail over the signature of the President

ARTICLE VII. DISCIPLINE

SECTION 1. SUSPENSION BY THE AMERICAN KENNEL CLUB OF THE SCOTTISH TERRIER CLUB OF AMERICA

Any member who is suspended from the privileges of the American Kennel Club or the Scottish Terrier Club or America shall be automatically suspended from the privileges of this Club for a like period of time. The Corresponding Secretary shall notify the suspended member by certified mail over the signatures of the Board of Directors.

SECTION 2. CHARGES

Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$50.00, which may be forfeited if such charges are not sustained by the Board of Directors

following a hearing. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board or present them at the first Board meeting available. The Board shall first consider whether the actions alleged in the charges, if proved, might constitute conduct prejudicial to the best interest of the Club. The Board of Directors may refuse to entertain jurisdiction. If the Board of Directors entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three (3) weeks, or more than six (6) weeks thereafter. The Corresponding 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/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 the complainant and the defendant, the Board of Directors may, by 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. If the Board of Directors deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such a case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing Club meeting which considers the Board of Directors' recommendation. Immediately after the Board of Directors has reached a decision, its findings shall be put in written form and filed with the Recording Secretary with a copy given to the Corresponding Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the Board of Directors of the 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 of Directors hearing, and with the Board of Directors 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 of Directors' recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board of Directors' findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret 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 of Directors suspension shall stand.

ARTICLE VIII. AMENDMENTS

SECTION 1. AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by a committee appointed for that purpose. A written petition proposing amendments to the Constitution and By-Laws may be addressed to the Recording Secretary and signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such a petition shall be promptly considered by the Board of Directors which shall develop a recommended action for the membership. A vote of the proposed amendments to the Constitution and By-Laws by the membership must occur within three months of the date when the Recording Secretary receives the petition.

SECTION 2. AMENDMENT ADOPTION

The Constitution and By-Laws may be amended by a two-thirds vote of the members present and voting at any Regular or Special Meeting called for that purpose. Each member shall be notified in writing at least two weeks prior to the date of the meeting that the proposed amendments are to be considered.

SECTION 3: NO AMENDMENT TO THE CONSTITUTION AND BY-LAWS THAT IS ADOPTED BY THE CLUB SHALL BECOME EFFECTIVE UNTIL IT HAS BEEN APPROVED BY THE SCOTTISH TERRIER CLUB OF AMERICA. A copy of the revised By-Laws will be sent to AKC Club Relations.

ARTICLE IX. DISSOLUTION

SECTION I. DISSOLUTION

The Club may be dissolved at any time by written consent of not less than two-thirds of the members. In the event

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, or any proceeds thereof, nor any assets of the Club shall be distributed to any member of the Club. After payment of the debts of the Club, its property and assets shall be donated to the STCA Health Trust Fund.

ARTICLE X. ORDER OF BUSINESS

SECTION 1. GENERAL MEMBERSHIP MEETINGS

At meetings of the Club's membership 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 Club meeting
- Report of the President
- Report of the Recording Secretary
- Report of the Corresponding Secretary
- Report of the Treasurer
- Report of the Committees
- Election of Board Members (at Annual Meeting)
- Election of new members
- Unfinished Business
- New Business
- Adjournment

SECTION 2. MEETINGS OF THE BOARD OF DIRECTORS

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

- Roll Call
- Reading of the Minutes of the last Board Meeting
- Report of the Corresponding Secretary
- Report of the Treasurer
- Report of the Committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE XI. PARLIAMENTARY AUTHORITY

SECTION 1. RULES OF ORDER

The rules contained in *Roberts Rules of Order*, latest revision, shall govern the Washington State Scottish Terrier Club where they are applicable, and where they are not inconsistent with the Constitution and By-Laws or any other special rules of order the Club may adopt.

Revised April 2005
Board Approval June 20, 2005
Membership Approval July 23, 2005