



Established April 2004

CONSTITUTION

ARTICLE I NAME AND OBJECTIVES

Section 1.

The name of the Club shall be The Westie Club of the South, Inc. ("the Club").

Section 2.

The objectives of the Club shall be:

- to help protect and advance the interest of the West Highland White Terrier breed;
- to urge members and breeders to accept the standard of the breed as approved by The American Kennel Club ("AKC") as the only standard of excellence for the West Highland White Terrier;
- to foster and encourage the education of West Highland White Terrier owners regarding health, fitness, and diet requirements, in order that they may provide as healthy and caring a home and lifestyle as possible for their dogs;
- to encourage participation in all Club activities, dog shows, obedience trials, tracking tests, earthdog tests, agility trials and working terrier trials;
- to encourage sportsmanlike conduct by spectators and exhibitors, at all Club Activities and breed related events;
- to encourage and promote quality in the breeding of the West Highland White Terrier;
- to implement and maintain a West Highland White Terrier rescue program;
- to promote fun and fellowship in the spirit of the breed.

Section 3.

The Club shall not be conducted or operated for profit; no part of any dues, donations or miscellaneous income to the Club shall inure to the benefit of any member or individual.

Section 4.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislations, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Section 5.

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 objects.

BY-LAWS

ARTICLE I MEMBERSHIP

Section 1. Eligibility

Effective June 2004, there shall be two (2) types of membership open to all persons who subscribe to the purposes of this Club and are in good standing with The American Kennel Club.

SINGLE MEMBERSHIP. Active Members, who shall be twenty one (21) years of age or older, shall be entitled to all privileges of the Club: to vote, hold office and participate in all Club-sponsored competitions and activities, except that only residents of the United States of America may hold office as provided in Article III, Section 1 of these By-Laws.

FAMILY MEMBERSHIP. Families shall consist of no more than 2 adults and their minor children, all residing at the same address. All family members over the age of twenty one (21) shall be entitled to vote and hold office. All family members shall be entitled to participate in all Club-sponsored competitions and activities, except that only residents of the United States of America may hold office as provided in Article III, Section 1 of these By-Laws.

Section 2. Annual Club Dues

The annual Club Dues for Active Members shall not exceed Fifty Dollars (\$50.00) for Membership year March 1 through the end of February. Annual dues for all Active Members are payable on or before the first (1st) day of March of each year. No member may vote in Club elections or on any issue brought before the Club whose dues are not paid for the current year. During the month of January the Treasurer shall send to each member a statement of dues for the ensuing year. New members whose membership is approved after the first (1st) of January, and whose dues are paid between January and March are considered paid for the ensuing year.

Section 3. Election to Membership

Each applicant for membership shall apply on a form as approved by the Board of Directors (“the Board”). The form shall stipulate that the applicant agrees to abide by the Club’s Constitution and By-Laws, code of ethics, as well as the rules of The American Kennel Club. The name of each applicant along with his/her address shall be presented to the Membership via email or at the next Board or Club meeting for the purpose of comment and consideration. The comment and consideration period will not exceed 10 days. This comment and consideration period may be waived if the applicant(s) have completed a home visit with an Atlanta Westie Rescue Committee Home Visit Volunteer(s), or such other person or persons authorized by the Board to perform this function.

Following the conclusion of the comment/consideration period, the Board will then approve or deny said applicant at any meeting of the Board of Directors or by written vote of the Directors by mail or email. Affirmative votes of a majority of the Directors present at a meeting of the Board, or of a majority of the entire Board voting by email or mail, shall be required to elect an applicant.

An application which has been rejected by the Board may be appealed by the applicant at the next meeting of the Club. The members may elect such applicant by secret ballot and a favorable vote of seventy-five percent (75%) of the members present. Applicants who are refused membership may reapply one year after such rejection.

Section 4. Termination of Membership

Memberships may be terminated:

BY RESIGNATION. Any member in good standing may resign from the Club upon written notice to the Secretary or Treasurer.

BY LAPSING. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first (1st) day of January. In no case may a person whose dues are unpaid be entitled to vote in Club elections or on any issue brought

before the Club, nor will they be considered eligible for awards which are contingent upon Club membership.

BY EXPULSION. A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

Section 5. Reinstatement of Membership

A person whose membership has lapsed may apply for reinstatement within the same membership year. Said applicant may be reinstated upon approval of the majority of the Board of the Directors, as long as they continue to be eligible as provided in Section I, Article I of the By Laws. Any request for reinstatement should state the reason the membership was permitted to lapse, if requested by the Board, and must include payment of dues for the current year. At the next Board meeting, or via email or mail, the Treasurer shall notify each member of the Board of the request for reinstatement, seeking approval or disapproval of the application. A member who fails to apply for reinstatement within the specified time period may reapply for Club membership in the manner provided in Article I, Section 3 of these By-Laws.

ARTICLE II MEETINGS

Section 1. Annual Meeting

The Annual Meeting of the Club shall be held in June of each year at a place, date, and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be mailed or emailed by the Secretary to the membership at least thirty (30) days prior to the date of the meeting. The quorum for the Annual Meeting shall be ten percent (10%) of the members in good standing.

Section 2. Club Meetings

Club meetings will be held in the months of February, April, August, October and December at a place and hour designated by the Board of Directors. Written notice of the meetings will be mailed or emailed by the Secretary to the membership at least thirty (30) days prior to the date of the meeting.

Section 3. 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 at a meeting of the Board or who vote by email or mail; or shall be called by the Secretary upon receipt of a petition signed by ten percent (10%) of the members of the Club who are in good standing. Such meeting shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed or emailed by the Secretary at least ten (10) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such meetings shall be ten percent (10%) of the members in good standing.

Section 4. Board Meetings

The meetings of the Board of Directors shall be held in the months of January, March, May, July, September and November. Written notice of each meeting shall be emailed or mailed by the Secretary to each member of the Board and the membership at least ten (10) days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board, voting in person, by email or mail, fax or telephone call.

Section 5. Business Conduct

The Board of Directors may conduct its business by e-mail, mail, fax or telephone call through the Secretary and/or President. The Secretary shall record results of items voted upon by telephone call or email in the Club's official records. Any Board Member may raise objection to email, mail, fax or telephone call voting on a specific issue. Said objection will require that the issue be addressed and voted on in a Board meeting.

Section 6.

Notices for any meetings of the Club as provided in Article II, Sections 1 and 2 of these By-Laws may be carried in a Club publication, in lieu of email or mail, at the discretion of the President.

ARTICLE III DIRECTORS AND OFFICERS

Section 1. Board of Directors.

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and the Member At Large all of whom shall be Club members in good standing and residents of the United States of America. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Length of Term.

All Director/Officers shall be elected for two (2) year terms as provided in Article IV of these By-Laws. Service as an Officer or Director in one office shall be limited to 3 successive terms.

Section 3. 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 meetings and the Board in its meetings.

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 By-Laws.

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

The Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken and of all matters of which a record shall be ordered by the Club. He/she shall keep a roll of the current members of the Club with their addresses; notify Officers, Directors, and committee members of their election or appointment and shall carry out other duties as provided in these By-Laws. The Secretary shall notify members of meetings and shall have charge of the general correspondence of the Club.

The Treasurer shall collect and receive all monies due or belonging to the Club. He/she shall deposit the same in a bank approved by the Board, in the name of the Club. The books shall at all times be open to inspection of the Board and he/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. He/she shall, at the Annual Meeting, after the conclusion of each calendar year, render to the membership an account of all monies received and expended during the previous year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine Bi-annually.

Within thirty (30) days of the end of the fiscal year, the books shall be subject to an audit by a committee composed of three (3) members of the Club in good standing, appointed by the President and approved by the Board on or before the November Board meeting. The conclusions of the member audit committee will be presented at the February Membership meeting.

The Member At Large shall collect the thoughts, ideas and wishes of the Membership and represent them to the Board. Through advocacy and representation, the Member At Large shall assist the Board in the process of serving the Club's best interests.

Section 4. Vacancies.

Any vacancies occurring on the Board or among the Officers during the year shall be filled until the next annual election by a majority vote of all the then members of the Board; except that a vacancy in the office of President which shall be filled automatically by the Vice-President. The resulting vacancy in the office of Vice-President shall be filled by a majority vote of all the then members of the Board until the next annual election.

ARTICLE IV THE CLUB YEAR, VOTING, NOMINATIONS AND ELECTIONS

Section 1. Club Fiscal Year.

The Club's financial year shall begin on the first (1st) day of January and end on the 31st day of December.

Section 2. Voting.

Voting shall be limited to those members in good standing. Voting for the annual election of Officers, and Directors shall be decided by written ballot cast by mail or email. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail or email.

Section 3. Annual Elections.

Voting for the election of Officers, Directors shall be conducted by mail or email ballot. Ballots shall be counted by two Inspectors of Election who are members in good standing and neither members of the current Board nor candidates on the ballot and who have been appointed by the President, with the approval of the Board on or before the March Board meeting. Ballots to be valid must be received by the Chief Inspector of Elections no later than one day prior to the date set for counting, which shall be not later than the 10th day of May. The nominated candidate receiving the largest number of votes for each position shall be declared elected. If any nominee is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided in Article III, Section 4 of these By-Laws.

Section 4. Nominations and Ballots.

No person may be a candidate in a club election who has not been nominated in accordance with these By-Laws.

The Nominating Committee and the Inspectors of Election can be one and the same.

The Nominating Committee, who are members in good standing and neither members of the current Board nor candidates on the ballot who have been appointed by the President and approved by the Board on or before the March Board meeting, shall solicit nominations at the April Membership meeting for each office and for each position on the Board of Directors from among the eligible members of the Club. The Nominating Committee will also solicit nominations from the membership via mail or email, for at least a ten (10) day period as specified by the Board of Directors. Following the conclusion of the nomination period, the Nominating Committee shall confirm the eligibility of each proposed nominee and obtain their acceptance of the nomination. The committee shall then submit the slate of candidates to the Secretary. No person shall be a candidate for more than one position.

The Secretary shall, on or before the 1st day of May, mail or email to each member in good

standing a ballot listing all the nominees for each contested position in alphabetical order, with their names and addresses. Such notice shall include the names of the Inspectors of Election as well as the date, time, and place for the counting of the ballots, which date shall be no later than the 31st day of March. The Inspectors of Election shall check the returns against the list of members whose dues are paid for the current year to certify the eligibility of the voter. They will also compile the results of the voting and submit them to the Secretary, who shall notify the newly elected Officers and Directors and transmit the results of the election to the membership. This may be accomplished either by the inclusion in a Club publication, mail or email at the discretion of the Secretary. After counting of the ballots, the Inspectors shall deliver all ballots to the Secretary who shall keep them available for inspection by any member for one (1) month following the announcement (or publication) of election results to the general membership, after which time they are to be destroyed. Inspection may only be made after prior application to inspect has been submitted to the Secretary and at his/her convenience. Nominations cannot be made in any manner other than as profiled above. When any date set forth in these By-Laws falls on a legal holiday or Sunday, the date following that date will be observed.

ARTICLE V COMMITTEES

Section 1.

The President, with the approval of the Board, may each year appoint standing committees to advance the work of the Club in such matters as Rescue, Education, Meeting Programs, Hospitality, dog shows, obedience trials, tracking tests, earth dog tests, agility trials, working terrier trials, trophies, annual awards, membership and such other areas as which may well be served by committees. The Board may also appoint special committees to aid it on particular projects. All such Committee Chairpersons shall be identified in a Club publication.

Section 2.

The Chairperson of each standing committee, as well as any special committee, shall, upon request, submit an annual report to the Board, through the President. Such committees shall be subject to the final authority of the Board. A written list of the responsibilities of the committee shall be given the committee chairperson upon appointment.

Section 3.

Any committee appointment may be terminated by resignation or by a majority vote of the full membership of the Board upon written notice to the appointee. The President, with the approval of the Board, shall appoint successors to those persons whose service has been terminated. Upon conclusion of service, all properties and records relating to the committee which are held by the appointee shall be transferred to the successor within thirty (30) days.

Section 4.

Any commitments for expenditures of funds on the Club's behalf must adhere to the current Club policy.

ARTICLE VI DISCIPLINE

Section 1. American Kennel Club Suspension

Any member who is suspended from the privileges of The American Kennel Club shall automatically be suspended from the privileges of The Westie Club of the South, Inc. for a like period. Once such suspension is published in the AKC Gazette, the Secretary will so notify the member by certified mail, return receipt requested.

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. 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 or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three (3) weeks or more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges to the accused member by certified mail, return receipt requested, together with a notice of the hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if they wish.

Section 3. Board Hearing

The Board or Committee (delete this) 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 (6) months from the date of the hearing, or until the next annual meeting if that will occur after six (6) months. And, if it deems that the punishment is insufficient, it may also be recommended to the membership that the penalty be expulsion. In such cases, the suspension shall not restrict the defendant's right to appear before their fellow Club members at the ensuing Club meeting which considers the recommendation of the Board. 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 decision and penalty, if any.

Section 4. Expulsion

Expulsion of a member from the Club may be accomplished only at the next meeting of the Club following a hearing and upon recommendation of the Board as provided in Section 3 of this Article. 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 findings and recommendations and shall invite the defendant, if present, to speak in their his/her own behalf. The Club members shall then vote by written ballot on the proposed expulsion. A majority vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted the 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 (20) percent of the Club 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 at any time provided a copy of the proposed amendment has been mailed or emailed by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which they may indicate their choice for or against the action to be taken. The notice with such ballot shall specify a date not less than thirty (30) days after the date of mailing by which date the ballots must be returned to the Chief Inspector of Elections to be counted. The favorable vote of two-thirds ($2/3^{\text{rd}}$ s) of the members in good standing who return valid ballots within the specified time limit shall be required to effect any such amendment.

ARTICLE VIII

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 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 member of the Club. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of

section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. 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 other special rules of order the Club may adopt.

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:

- Minutes of Last Meeting
- President's Report
- Vice President's Report
- Secretary's Report
- Treasurer's Report
- Committee Reports
- Unfinished Business
- New Members
- New Business
- Program
- 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:

- Minutes of the Last Meeting
- President's Report
- Vice President's Report
- Secretary's Report
- Treasurer's Report
- Committee Reports
- Unfinished Business
- New Members
- 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 by-laws and other special rules of order the Club may adopt.

ARTICLE XI
INDEMNIFICATION

Any person (and their heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or officer of the Club shall be indemnified by the Club against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to the matters as to which it shall be adjudged in such action, suit, or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled from this Article XI.