

***THE AIREDALE TERRIER CLUB OF METROPOLITAN NEW YORK, INC.***

**CONSTITUTION**

**ARTICLE I**

**NAME AND OBJECTS**

**SECTION I**

The name of the Club shall be The Airedale Terrier Club of Metropolitan New York.

**SECTION II**

The objects of the Club shall be:

a) To provide a local forum for communication and information for the Airedale Terrier owner; to urge members to accept the Standard of the Breed as approved by the American Kennel Club as the only Standard of excellence by which the Airedale Terrier shall be judged; establish, promote and adhere to an approved Code of Ethics for Airedale Terrier owners; and

b) To promote the training of dogs; hold and support shows, trials and matches under the rules and regulations of the American Kennel Club; promote cooperation and good sportsmanship among its members in training and exhibition of dogs; and

c) To promote the welfare of dogs in general and establish good relations between dog owners and the non-dog-owning public.

**SECTION III**

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

**SECTION IV**

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 I** – ELIGIBILITY. There shall be three types of membership:

a) Regular (Individual) 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;

b) Junior membership open to all persons over ten and under eighteen years of age who subscribe to the purposes of this Club. Junior members may not vote or hold office, but may serve on committees and are allowed all other privileges of regular membership. Junior members, upon reaching their eighteenth birthday, automatically convert to regular membership; and

c) Family (or Household) membership shall be limited to two individuals eighteen years of age and older, and their minor children over ten and under eighteen years of age, all of whom reside in the same household and all of whom are in good standing with The American Kennel Club and subscribe to the purposes of this Club. Each adult shall be entitled to one vote and to hold office. Minor children may not vote or hold office, but may serve on committees and are allowed all other privileges of regular membership. Upon reaching their eighteenth birthday, minor children may automatically convert to regular membership.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

## SECTION II – Dues

Regular, Family and Junior membership dues shall be determined by the Board of Directors with the approval of the membership.

Annual dues amounts shall not be pro-rated for persons whose membership status changes, for any reason, during the Club's fiscal year.

Dues shall be payable on or before the 1st of February each year.

During the month of December the Treasurer shall send to each member a statement of his/her dues for the ensuing year.

## SECTION III – Election to Membership

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, the Airedale Terrier Club of Metropolitan New York's approved Code of Ethics and the rules of The American Kennel Club.

The application shall state the name and address of each applicant, and it shall carry the endorsement of two members in good standing not related to the applicant(s) or to each other. Applicants who are not acquainted with two Club members may submit the name of one Club member in good standing and one personal reference or two personal references. If either is done, applicants are then said to be applying for Board Sponsorship, in whole or in part. In this case the Board shall check the references and then make its recommendation to the membership as with any other application.

Accompanying the application, the prospective member(s) shall submit dues payment for the current year. Annual dues amounts shall not be pro-rated for new applicants. Applicants must have attended at least one Club meeting or function prior to being elected to membership.

All applications must be filed with the Membership Chairperson and each application is to be read at the first meeting of the Board of Directors following its receipt.

The Board of Directors will forward a recommendation, along with the application, to the next Club meeting at which time it will be read. It will be read and voted on at the subsequent meeting by secret ballot by all members in good standing present at the meeting.

The affirmative votes of  $\frac{3}{4}$  of the members present and voting at the meeting shall be required to elect the applicant(s).

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

#### SECTION IV – Termination of Membership

Membership may be terminated:

a) By Resignation. Any member of the Club in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered 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 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 VI of these By-Laws.

## **ARTICLE II**

### **MEETINGS AND VOTING**

#### SECTION I – Club meetings

Meetings of the Club shall be held in the New York metropolitan area no less than 4 times a year at such hour and place as may be designated by the Board of Directors at the beginning of the calendar year. The Secretary shall be notify members in writing or by email (provided that the member has signed an authorization agreeing to this method of communication) of each meeting at least 10 days and not more than 30 days prior to the date of the meeting. The quorum for such a meeting will be 10% of the members in good standing.

#### SECTION II – 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 shall be called by the Secretary upon receipt by the Secretary and the President of a petition signed by 10% of the membership who are in good standing.

Such special meetings shall be held in the metropolitan New York area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings.

The Secretary shall notify members in writing or by email (provided that the member has signed an authorization agreeing to this method of communication) of such a meeting at least 10 days and not more than 30 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 10% of the members in good standing.

### SECTION III – Board Meetings

Meetings of the Board of Directors shall be held in the New York metropolitan area not less than 4 times a year at such time and place as may be designated by the Board at the beginning of the calendar year. The Secretary shall notify Board members in writing or by email (provided that the Board member has signed an authorization agreeing to this method of communication) of each meeting at least 10 days and not more than 30 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

### SECTION IV – Special Board Meetings

Special meetings of the Board may be called by the President, and shall be called by the Secretary and President upon receipt of a written request signed by at least four Board members.

Such special meetings shall be held in the metropolitan New York area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings.

The Secretary shall notify Board members in writing or by email (provided that the Board member has signed an authorization agreeing to this method of communication) of such a meeting at least 10 days and not more than 30 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. A quorum for such a meeting shall be a majority of the Board.

### SECTION V – 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 III**

### **DIRECTORS AND OFFICERS**

#### SECTION I – Board of Directors

The Board shall be comprised of the President, Vice President, Secretary, Treasurer and three other persons all of whom shall be members in good standing and all of whom shall be elected for a two-year term at the Club's annual meeting as provided for in Article IV, and all of whom shall serve until their successors take office.

No officer may succeed himself/herself more than once in a particular office, but may be elected to a different position on the Board. Officers may be elected to an office they had previously held only after an interim period of one year.

The other members of the Board of Directors may succeed themselves in the same position on the Board of Directors for only one additional term of office, but they may be elected to a different position as an Officer of the Board.

Such members of the Board who serve two consecutive terms on the Board may be re-elected to the Board after an interim period of one year.

## SECTION II

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 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 Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, 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, and carry out such other duties as are prescribed by these By-Laws

d) The Treasurer shall collect and receive all moneys due or belonging to the Club. (S)he shall deposit the same in a bank designated by the Board, in the name of the Club. The financial books shall at all times be open to inspection of the Board and the Treasurer shall report to the Board at every meeting the conditions of the Club's finances and every item of receipt or payment not before reported; and at the Annual Meeting, the Treasurer shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. The Treasurer shall maintain a complete list of membership of the Club indicating the financial relationship of the members to the Club at all times.

The President shall each year, with Board approval, appoint an Audit Committee to inspect the financial record of the Club and to audit the yearly financial report of the Treasurer. The Audit Committee shall be composed of three members of the Board of Directors excluding the Treasurer.

The Audit Committee shall meet at least once annually during the two month period prior to the Annual Meeting. The Committee shall inspect the financial records for the past year and the Annual Report prepared by the Treasurer.

The final annual financial report of the Treasurer shall be presented to the membership at the Annual Meeting with the recommendation of the Committee to approve or disapprove same.

Should the Treasurer fail to complete his/her term of office for any reason whatsoever and thus necessitate the appointment of a new Treasurer by the Board of Directors in accordance with ARTICLE III, Section 3 of the By-Laws, the Audit Committee shall immediately requisition the financial records of the Club and prepare an interim audit of these records before turning same over to the new Treasurer. Said audit shall be approved by the Board of Directors and shall be reported to the membership at the next regular meeting.

### SECTION III – 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 at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of the 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.

## **ARTICLE IV**

### **THE CLUB YEAR, ANNUAL MEETINGS AND ELECTIONS**

#### SECTION I – Club Year

The Club's fiscal year shall begin on the 1<sup>st</sup> day of February and shall end on the 31<sup>st</sup> day of January. The Club's official year shall begin immediately at the conclusion of the Annual Meeting and shall continue through the next Annual Meeting.

#### SECTION II – Annual Meeting

The Annual Meeting shall be held during the month of May, at which time, during an election year, Officers and Directors for the ensuing two-year term shall be elected by secret ballot from among those nominated in accordance with SECTION IV of this ARTICLE. If the slate chosen by the Nominating Committee is unopposed, the Secretary is instructed to cast a single ballot for the slate. Newly elected Officers and Directors shall take office on June 1<sup>st</sup> by which time each retiring officer shall have turned over to his successor in office all properties and records relating to that office.

#### SECTION III – Elections

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

## SECTION IV – Nominations

No person may be a candidate in a Club election who has not been nominated. In January of an election year the Board shall select a Nominating Committee consisting of three members and two alternates, at least one of whom shall be a member of the Board. The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chairperson for the Committee and it shall be his/her duty to begin the committee's work no later than February 1.

- a) The committee shall nominate one candidate for each office, and three candidates for the three positions on the Board, and after securing consent of each person so nominated, shall immediately report its nominations to the Secretary in writing.
- b) The Secretary shall notify each Member, in writing, of the candidates so nominated by March 1<sup>st</sup>.
- c) Additional nominations may be made by written petition received by the Secretary not later than April 10th, signed by at least 10% of the membership who are in good standing and qualified to vote. Any person so nominated must be a member in good standing and his/her acceptance of such nomination must accompany the nomination. 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 from the Nominating Committee. The Secretary shall notify each Member, in writing, of additional nominations at least 10 days prior to the Annual Meeting.
- d) Nominations cannot be made at the Annual Meeting or in any manner other than provided for in this section.

## **ARTICLE V**

### **COMMITTEES**

#### SECTION I

The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, trophies, annual prizes, special events, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

#### SECTION II

Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

## **ARTICLE VI**

## **DISCIPLINE**

### SECTION I – American Kennel Club Suspension

Any member who is suspended from all of the privileges of the American Kennel Club automatically shall be suspended from all of the privileges of this Club for a like period.

### SECTION II – 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 \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing.

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 breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club or breed, it may refuse to entertain jurisdiction.

If the Board entertains jurisdiction of the charges it shall fix a hearing date before the Board not less than 3 weeks nor more than 6 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/she wishes.

### SECTION III – Board Hearings

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and the 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 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, expulsion shall not restrict the defendant's right to appear before the membership 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, in writing, of the Board's decision and penalty, if any.

### SECTION IV – Expulsion

Expulsion of a member from the Club may be accomplished only at a meeting of the Club immediately following a Board hearing and upon the Board's recommendation as provided in SECTION III 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 right to appear in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she so wishes.

The meeting 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 so voted, the Board's suspension shall stand.

## **ARTICLE VII**

### **Amendments**

#### **SECTION I**

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 20% 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 months of the date when the petition was received by the Secretary.

#### **SECTION II**

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 that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed or emailed (provided that the member has signed an authorization agreeing to this method of communication) at least 10 days and not more than 30 days prior to the date of the meeting.

## **ARTICLE VIII**

### **DISSOLUTION**

#### **SECTION I – Dissolution**

The Club may be dissolved at any time by the written consent of 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 or any assets of the Club shall be distributed to any members of the Club, but after payments of the debts of the Club, its property and assets shall be given to the charitable organization for the benefit of dogs selected by the Board of Directors.

## **ARTICLE IX**

### **ORDER OF BUSINESS**

#### **SECTION I**

At the meetings of the Club, the Order of Business, so far as the character and nature of the meeting may permit, shall be as follows:

Introduction of New Members or Guests  
Minutes of the Previous Meeting  
Corresponding Secretary's Report  
Treasurer's Report  
Report of Committees  
Election of Officers and Board (at Election Meeting)  
Election of New Members  
Unfinished and/or Old Business  
New Business  
Adjournment

## SECTION II

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

Minutes of the Previous Board Meeting  
Corresponding Secretary's Report  
Treasurer's Report  
Committee Reports  
Unfinished and/or Old Business  
New Business  
Consideration of New Membership Applications  
Adjournment

## **ARTICLE X**

### SECTION I – Parliamentary Authority

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 any other special rules of order the Club may adopt.

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(Revised and Approved 5/2/08)