

Irish Wolfhound Association of the Carolinas Constitution and Bylaws

CONSTITUTION

ARTICLE I

Name and Objects

SECTION 1. The name of the Club shall be Irish Wolfhound Association of the Carolinas

SECTION 2. The objects of the Club shall be:

- (a) to encourage and promote quality in the breeding of pure-bred Irish Wolfhounds and to do all possible to bring their natural qualities to perfection;
- (b) to encourage and sponsor education in all areas pertaining to the health and welfare of the Irish Wolfhound;
- (c) 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 Irish Wolfhounds shall be judged;
- (d) to do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, obedience trials and field trials;
- (e) to conduct sanctioned matches, specialty shows, obedience trials and field trials and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.
- (f) to support rescue and placement efforts conducted by the Irish Wolfhound Rescue of the Mid South and other rescue organizations acting in the best interest of the Irish Wolfhound.

SECTION 3. 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 4. The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

BYLAWS

ARTICLE I

Membership

SECTION 1. *Eligibility.* There shall be three (3) categories of membership open to all persons who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. While membership is to be unrestricted as to residence, the Club's primary purpose is to represent the owners and breeders in Virginia, West Virginia, North Carolina and South Carolina.

SECTION 2. *Categories of Membership:*

- (a) Regular - Enjoys all Club privileges including the right to vote and hold office. Regular membership includes both Individual memberships and Household memberships. Household membership denotes discounted annual dues for two adult members residing in the same household each having the same privileges as an Individual member.
- (b) Associate - Entitled to all Club privileges except the right to vote and hold office. An Associate member is not considered a Regular member.
- (c) Junior - Children under 18 years of age; entitled to all Club privileges except voting and holding office. A Junior member is not considered a Regular member.

SECTION 3. *Dues:*

- (a) Membership dues of any type shall not exceed \$100.00 per year.
- (b) Annual membership dues become due and payable on January 1 of each calendar year and shall be deemed to be in arrears if not paid by that date.
- (c) Dues notices will be sent by the Treasurer to the Club membership by October 1.
- (d) Members joining the Club after June 30 shall pay half the annual dues for that year.
- (e) If dues are to change for the ensuing years, the amount must be voted upon and approved by the Board of Directors no later than the third quarter Board Meeting. The revised dues amount shall be reported to the membership for their approval at the next annual meeting after the third quarter Board Meeting.

SECTION 4. *Election to Membership.* Each applicant for membership shall apply on a form approved by the Board of Directors. The form shall provide that the applicant agrees to abide by these constitution and bylaws and the rules of The American Kennel Club. The application shall state the name, address and occupation of the applicant.

The application for Regular membership shall also carry the endorsement of two Regular members in good standing. Applicants for Regular membership must have been Associate or Junior members for a minimum of two years or a combination of both equaling two years. The applications for Associate and Junior members do not require an endorsement. Accompanying the application, the applicant shall submit dues payment for the current year. All applications are to be filed with the Treasurer.

The Board of Directors shall elect new members by a simple majority vote with a quorum present.

Applicants whose names have not been elected by the Board after two separate ballots must be presented at the next club meeting for a membership vote by secret ballot. Affirmative votes by two-thirds of the regular members present at the meeting are required to elect the applicant for membership. Applicants who have been rejected by the Club may not reapply within six months after such rejection.

SECTION 5 . *Termination of Membership.*

Memberships may be terminated:

- (a) By resignation. Any member in good standing may resign from the Club upon written notice to the Treasurer; but no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.

- (b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 120 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 bylaws.

ARTICLE II Meetings

SECTION 1. *Annual Meeting.* The Annual Meeting of the Club shall be held during the last quarter of the year at a place, date, and hour designated by the Board of Directors. Written notice of the required annual meeting must be mailed at least three weeks prior to the date of the meeting. A quorum for such meetings shall be a majority of the Board plus 10% of Regular members in good standing. In addition to Club business, the Annual Meeting shall include educational presentations and activities.

SECTION 2. *General Membership Meetings.* Annual Meeting plus three or more of the following:

Meetings in conjunction with:

- (a) Club Specialty Show
- (b) spring Club Lure Coursing Trial
- (c) fall Club Sanction Match
- (d) Club Supported Entries
- (e) *Meet The Breeds* events
- (f) Performance Trial demonstrations

SECTION 3. *Special Club Meetings.*

A special meeting of the Club may be called by the President upon:

- (a) written request of five Regular members of the Club or
- (b) written request of a majority of Board of Directors.

Written notice of the meeting, stating the purpose, shall be mailed by the Secretary at least two weeks prior to the meeting date to allow members to make travel arrangements. Such meetings shall be held at such place, date and hour as may be designated by the Board of Directors. No other Club business may be transacted at special meetings. The quorum for such a meeting shall be a majority of the Board plus 10% of the Regular members in good standing.

SECTION 4. *Board Meetings.* The Board of Directors shall hold four meetings annually; one each quarter. The fall meeting shall normally be held in conjunction with the annual general meeting. Teleconferencing or similar means may be employed to facilitate the remaining three meetings. A quorum for such meetings shall be a majority of the Board. The agenda shall be set by the President at least five days prior to the date of the meeting. If there is business that cannot wait until the next scheduled meeting, a special meeting will be convened in accordance with Section 5.

SECTION 5. *Special Board Meeting.* The Board of Directors shall hold special Board meetings at the discretion of the President or at the written request of three members of the Board. The Secretary shall send notice of the meeting stating the purpose at least two weeks prior to the meeting to ensure members ample scheduling time. No business other than that stated in the meeting notice shall be transacted. The quorum for the meeting shall be a majority of the Board.

SECTION 6. *Board Business.* The Board of Directors may also conduct business by telephone conference call, mail, and fax provided it does not conflict with any provision of these bylaws and is in accordance with AKC policy.

SECTION 7: In-person meetings will be conducted within the approved territory which comprises the greater Asheboro, N.C. area, including communities in North Carolina, South Carolina, as well as four additional southern Virginia communities of Danville, Suffolk, Norfolk and Newport News.

ARTICLE III Officers and Directors

SECTION 1. *Board of Directors.* The Board shall be comprised of a President, Vice President, Secretary, Treasurer and one Director at Large, all of whom are Regular members in good standing and shall be elected for a period of two years at the Club's annual meeting held in odd numbered years. General management of the Club's affairs shall be entrusted to the Board of Directors. The Board of Directors may develop and implement policies for the good of the Club but said policies may not conflict with any provision of these bylaws. The Secretary will record these policies and provide notification and access to the policies to the general membership. Officers and the Director at Large shall serve without compensation, but they may receive recompense for reasonable out-of-pocket costs advanced on behalf of the Club upon approval by the Board.

SECTION 2. *Officers.* The Club's Officers, consisting of the President, Vice President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- (a) *The President* shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally pertaining to the office of President in addition to those particularly specified in these bylaws.
- (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 keep a record of all meetings and activities of the Club and of the Board and of all matters of which a record shall be ordered by the Club. The Secretary shall have charge of the all correspondence, notifying members of meetings, notifying new members of their election to membership, notifying officers and directors of their election to office, keeping a roll of the members of the Club with their addresses, and carrying out such other duties as are prescribed in these bylaws. The *Secretary* and *Treasure* shall expeditiously share and communicate information concerning membership dues and membership contact information.

(d) *The Treasurer* shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The *Treasurer* and *Secretary* shall expeditiously share and communicate information concerning membership dues and membership contact information.

SECTION 3. *Vacancies*. Any vacancies occurring on the Board or among the officers during their term shall be filled until the next biannual election by a majority vote of all the then voting 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 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, Voting, Nominations

SECTION 1. *Club Year*. The Club's fiscal year shall begin on the first day of January and end on the last day of December.

SECTION 2. *Voting*. At the annual meeting or at a special meeting of the Club, voting shall be limited to those Regular members in good standing who are present at the meeting. Voting by proxy shall not be permitted.

SECTION 3. *Bi-Annual Election*. The election of successors of officers and Directors whose terms of office are due to expire at the end of the year shall take place at the annual meeting. The nominated candidate receiving the greatest number of votes for each Board position shall be declared elected.

Officers and Directors for the ensuing two year term shall be elected by secret, written ballot from among those nominated in accordance with this Article IV Section 4. The newly elected officers and Directors shall take office by operation of these bylaws at 12:01 A.M. on the first day of January immediately following their election.

Each retiring officer and director shall confer with and advise the successor during the remainder of the term of office following the annual meeting to the extent required to ensure a smooth transition and shall, by January 10, turn over to the successor in office all properties and records relating to that office.

SECTION 4. Nominations.

(a) No person may be a candidate in a Club election who has not been nominated. During their third quarterly meeting the Board shall select a nominating committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. Committee members and candidates shall all be Regular members of the Club. The Secretary shall immediately notify the committee members and alternates of their section. The Board

shall name a chairperson for the committee, and it shall be the duty of the chairperson to call a committee meeting.

- (b) The Committee shall nominate one candidate for each position on the Board. After securing the consent of each person so nominated, the committee shall immediately report their nominations to the Secretary in writing.
- (c) Upon receipt of the nominating committee's report, the Secretary shall notify each member of the candidates so nominated. This notification in writing will be made at least two weeks prior to the annual meeting.
- (d) Additional nominations may be made at the annual meeting by any Regular member in attendance provided that the Regular member so nominated does not decline when proposed. Furthermore, if the proposed candidate is not in attendance at this meeting, the nominator shall present to the Secretary a written statement from the proposed candidate signifying the nominee's willingness to be a candidate. No person may be a candidate for more than one position.
- (e) No individual shall be nominated nor elected to serve in the same Board capacity for more than three (3) consecutive terms.
- (f) Nominations cannot be entertained or accepted at the annual meeting or in any manner other than as set forth herein.

ARTICLE V Committees

SECTION 1. *Standing Committees.* The Board may appoint standing committees of one or more members in good standing to advance the work of the Club in such matters as education, public information, community service, membership, conformation and performance events, and other pertinent areas which may be well served by committees. The actions of such committees shall always be subject to the final approval of the Board.

SECTION 2. *Special committees.* Special committees may also be appointed by the Board to aid on particular projects.

SECTION 3. *Committee Charters.* In all cases, committees shall be guided by a charter detailing the function of the committee, terms of membership, types of activities, and financial responsibilities. These charters shall be maintained on file with the Secretary with copies to all interested Club members. Irrespective of the terms of committee charters, each committee shall continue in existence only at the pleasure of the Board of Directors.

SECTION 4. *Termination of Committee Appointment.* Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI Discipline

SECTION 1. *American Kennel Club Suspension.* Any member who is suspended from any of the privileges of The American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

SECTION 2. *Charges.*

- (a) 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 with the Secretary.
- (b) 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.
- (c) If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or of the breed, it may refuse to entertain jurisdiction.
- (d) If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board, not less than three weeks nor more than six weeks thereafter.
- (e) The Secretary shall promptly send a copy of the charges to the accused member by certified 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.*

- (a) 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 Board members present reprimand the defendant. A written reprimand directed exclusively to the defendant may be somewhat detailed but an official published reprimand should only indicate the defendant was officially reprimanded as a result of charges filed.
- (b) Should the Board find a reprimand to be insufficient, the Board may by a majority vote of those Board members present suspend the defendant from all privileges of the Club for not more than one year from the date of the hearing.
- (c) If the Board deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting, which considers the recommendation of the Board.
- (d) 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.*

- (a) Expulsion of a member from the Club may be accomplished only at the annual meeting of the Club following a hearing and upon the recommendation of the Board as provided in Section 3 of this Article.
- (b) 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 his own behalf. The Regular members shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of those Regular members present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII

Amendments

SECTION 1. Amendments to these bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by a minimum of 20 percent of the Regular 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 2. The bylaws may be amended by a majority, secret vote of the Regular 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 to each member at least two weeks prior to the date of the meeting.

SECTION 3. No amendment to the Constitution and Bylaws that is adopted by the Club shall become effective until it has been approved by the Board of the American Kennel Club.

ARTICLE VIII

Dissolution

SECTION 1. The Club shall be dissolved when a majority vote of the Board of Directors recommends dissolution; and at a special meeting called to vote on this Board recommendation, two-thirds of the Regular membership in good standing present and voting, vote for dissolution.

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 Board of Directors.

ARTICLE IX

Order of Business

SECTION 1. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Roll Call

Minutes of the last meeting

Report of President

Report of Secretary

Report of Treasurer

Reports of committees

Election of officers and directors

Unfinished business
New business
Adjournment

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

Reading of minutes of last meeting
Report of Secretary
Report of Treasurer
Reports of committees
Unfinished business
Election of 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 bylaws and any other special rules of order the Club may adopt.