

The Irish Wolfhound Association of the Mid South Corporation (IWAMS)

Bylaws

Article I. Name and Objectives

Section 1.01 **The name of the Club shall be the Irish-Wolfhound Association of the Mid South Corporation.**

Section 1.02 **The objectives of the Club will be:**

- (a) **to promote the health and welfare of the Irish Wolfhound;**
- (b) **to encourage and sponsor education in all areas pertaining to the health and welfare of the Irish Wolfhound;**
- (c) **to encourage and promote responsible quality breeding of the Irish Wolfhound in accordance with the standards approved by the Irish Wolfhound Club of America and the American Kennel Club (AKC);**
- (d) **to promote and maintain an active rescue and placement service for Irish Wolfhounds that can no longer be maintained by their owners in Virginia, West Virginia, North and South Carolina.**

Section 1.03 **The Club shall be operated as a non-profit organization and any residual monies from dues or donations to the Club shall not inure to the benefit of any member or individual.**

Section 1.04 **The members of the Club shall adopt these bylaws by a majority vote and may revise them as necessary in order to carry out these objectives in accordance with Article VII.**

Section 1.05 **It shall be the duty of every member of the Club to forward the**

interests of the breed and the Club and strive to promote honorable dealings in canine matters.

Section 1.06 **It should be the duty of every member to report to the Board of Directors of the Club any irregularities affecting the Club or its members.**

Article II. Membership

Section 2.01 ***Eligibility.* There shall be four (4) types of membership open to all persons 18 years of age and older 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 be representative of the breeders and owners in Virginia, West Virginia, North and South Carolina.**

- (a) **Regular (Individual)— Enjoys all Club privileges including the right to vote and hold office or serve on committees.**
- (b) **Household— Two (2) adult members residing in the same household, each eligible to vote as Regular Members individually and hold office or serve on committees.**
- (c) **Associate - Entitled to all Club privileges except voting and holding office (offered to individuals who live outside of the Club's area and to individuals who live in the Club's area but are not active).**

- (d) **Junior**— Open to children under 18 years of age; a non-voting/non-office holding membership which may automatically convert to regular membership at age 18.

Section 2.02 **Dues.** Membership dues will be set by the Board of Directors, subject to the approval of the Regular Membership and shall not exceed \$100 per year. If dues are to change for the ensuing years, the revised assessment rates must be voted upon and approved by the Board of Directors no later than the third quarter Board Meeting. Revised assessment rates shall be reported to the membership for approval at the next annual meeting following the Board meeting.

- (a) 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. Dues notices will be sent by the Treasurer to the Club membership two months before the due date. Members joining the Club after June 30 shall pay half the annual dues for that year.

Section 2.03 **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 bylaws. The application shall state the name, address, and occupation of the applicant and for Regular and Household members it shall carry the endorsement of two members in good standing. For Junior members, the application shall state the name and address of the applicant and shall carry the endorsement of one member in good standing. For Associate members, the application shall state the name, address and occupation of the applicant without the need of an endorsement by a member in good standing. Accompanying the

application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the Secretary. The Board of Directors shall elect new candidates by a simple majority vote with a quorum present. Candidates whose names have not been accepted 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 2/3rds of the regular members present at the meeting are required to elect the candidate for membership. Applicants who have been rejected by the Club may not reapply within six months after such rejection.

Section 2.04 **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 Secretary, 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 following a recommendation from the Board of Directors to the general membership. The Board must vote to expel by a 2/3rds majority. The Club membership must be a simple majority of those voting as provided in Article III of these bylaws.

Article III. Meetings and Voting

Section 3.01 ***Club Meetings.*** The Club will hold a minimum of one general meeting each year identified as the annual meeting. The annual meeting shall be held during the last quarter of the year. Written notice of the required annual meeting and any subsequent meetings that may be held during the year must be mailed at least three weeks prior to the date of the meeting(s). A quorum for such meetings shall be a majority of the Board plus 10% of regular members in good standing and an Irish Wolfhound must be in attendance.

Section 3.02 ***Special Club Meetings.*** A special meeting of the Club may be called by the President upon written request of five members of the Club or by a majority of the 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. 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 members in good standing.

Section 3.03 ***Board Meetings.*** The Board of Directors shall hold four meetings annually; one each quarter. The fall meeting shall be held in conjunction with the annual general meeting. Due to the geographic location of the Board members, teleconferencing or other 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 will 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 3.04.

Section 3.04 ***Special Board Meeting.*** The Board of Directors shall hold special meetings at the discretion of the President or at the written request of three members of the Board. The Secretary will 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 3.05 ***Voting.*** Each Regular Member in good standing shall be entitled to vote on each question presented at any full meeting of the Club. Proxy voting will not be permitted at any Club or Board meeting or election.

Article IV. Officers and Directors

Section 4.01 ***Board of Directors.*** The Board shall be comprised of President, Vice President, Secretary, Treasurer and one Director-at-large 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.

- (a) The offices of the Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the 3 individual officers and two Directors-at-Large. One of the two Directors-at-Large will be elected to a single year term and the other will be elected to a two year term.

Section 4.02 **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. Officers 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.

- (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 bylaws and/or required by law.*
- (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.*
- (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.*

Section 4.03 **Vacancies.** Any vacancies occurring on the board or among the officers during their term shall be filled

until the next annual election by a majority vote of all the then voting members of the Board at its first regular meeting following the creations 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 V. Election of Directors and Officers

Section 5.01 **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. Officers and directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with this Article V. 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.**

Section 5.02 **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, within 10 days of January 1, turn over to the successor in office all properties and records relating to that office.**

Section 5.03 **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. 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 office, and the appropriate number of candidates in accordance with Section 4.01 of these bylaws for the other positions 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 or the Secretary's designee shall, two weeks prior to the annual meeting, notify each member in writing of the candidates so nominated.
- (d) Additional nominations may be made at the annual meeting by any member in attendance provided that the person 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, except for Secretary and Treasurer.
- (e) Nominations cannot be entertained or accepted at the annual meeting or in any manner other than as set forth herein.

Section 5.04 ***Election:*** The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidate for Director-at-Large who receives the greatest number of votes for such position shall be declared elected. If one individual is nominated and elected as

both Secretary and Treasurer, then the person to hold a one-year directorship shall be the one elected with the fewest votes.

Section 5.05 ***Term Limits.*** No individual shall be nominated nor elected to serve in the same officer capacity for more than three (3) consecutive terms.

Article VI. Committees

Section 6.01 ***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 and public information, rescue, community service, membership, programs, and other fields which may be well served by committees. The actions of such committees shall always be subject to the final approval of the Board.

Section 6.02 ***Special committees may also be appointed by the Board to aid it on particular projects.***

Section 6.03 ***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 6.04 ***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 the

appointee; and the Board may appoint successors to those persons whose services have been terminated.

Article VII. Amendments

Section 7.01 Amendments to these bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20 percent 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 7.02 The bylaws may be amended by a majority vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

Article VIII. Dissolution

Section 8.01 The Club shall be dissolved when a majority vote of the Board of Directors recommending dissolution is approved by two-thirds of the membership attending a special meeting called to vote on this recommendation or by email.

Section 8.02 Any remaining funds left in the Club's treasury at the time of dissolution shall be donated to the Irish Wolfhound Foundation or such other charitable organization recommended by the Board of Directors.

Article IX. Parliamentary Authority

Section 9.01 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.