

**The West Highland White Terrier Club  
Of Greater Atlanta, Inc.**



**Constitution and By-Laws**

**Adopted: May, 1986**

**Revised: January, 1989  
September 1994  
September 2007  
January 2019**

**Greater Atlanta Area of Georgia**

# Constitution

## Article I.

### *Section 1.*

The name of the Club is

**The West Highland White Terrier Club of Greater Atlanta, Inc.**

### *Section 2.*

The objectives of the Club are:

- A. To encourage and promote quality, responsibility and sportsmanship in the breeding, care, training and exhibition of West Highland White Terriers;
- B. To promote the dissemination of information concerning West Highland White Terriers, including education of the breed standard as approved by the American Kennel Club;
- C. To conduct encourage and promote the holding of specialty shows, competitions, exhibitions, events and sanctioned matches in accordance with the Rules and Regulations of The American Kennel Club;
- D. To promote and engage in researching the breeding, care and training of the West Highland White Terrier;
- E. To have and to exercise the powers versed in the Club by the Certificate of Incorporation under the laws of the State of Georgia;

### *Section 3.*

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

### *Section 4.*

The members of the club have adopted and may from time to time revise such By-Laws as may be required to carry out these objectives.

# By-Laws

## Article I. Corporate Property

### Section 1. Property

All property received by the Corporation by gift, bequest, and devise or otherwise, will be devoted exclusively to further the purposes of the Corporation as expressed in the Certificate of Incorporation.

### Section 2. Headquarters

The headquarters of the Club will be designated by the Board in January of each year, in the event it is not designated then the residence of the President. The books, records and property of the Club are to be kept there or as designated by the Board. The official mailing address shall be determined by the Board.

### Section 3. Seal

The Corporate seal of the Club will be in such form as may from time to time be revised and/or adopted by the Board of Directors.

## Article II. Membership

Section 1. Eligibility: 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.

There are five types of membership open to all persons in good standing with The American Kennel Club and subscribe to the purposes of this Club.

- A. Individual Full – Enjoys all privileges of the Club including voting and holding office.
- B. Family Full– Open to husband, wife and minor children residing at the same address. Adult members my vote and hold office. Entitled to (2) votes.
- C. Junior – 10-18 years of age. Enjoys all privileges of the Club *except*: voting, holding of office.
- D. Associate – Members that live outside the geographical region of the club as determined by the Board of Directors and are unable to attend the required two meetings for full membership. Further associate members must ask for permission from a majority vote of the Board of Directors to use the Club's name for advertising/ publication or to be included on the Club's website.

Enjoys all privileges of the Club, except for the ability to vote on all Club matters and run for office.

- E. Honorary member – The Board of Directors may grant an honorary membership to an individual who has made significant contributions to the West Highland White Terrier breed or the Club. Honorary Members pay no dues, yet have all rights and benefits of the Club, except the right to vote. Said Membership shall run for a period designated by Board. Honorary members may participate in voting by payment of annual dues.

### *Section 2.*     Annual Dues

Annual Dues for members are determined by the Board of Directors each year but may not exceed \$50. Dues are payable on or before January 1<sup>st</sup>. No member may vote whose dues are not current. A reminder of renewal shall be in the December Newsletter. Members not renewing by January 31<sup>st</sup> shall be considered lapsed. Membership may be reinstated without reapplying if paid by February 15<sup>th</sup>. If dues are not paid by February 15<sup>th</sup> the membership will lapse, and member must reapply for membership. Directory shall be published based on January 31<sup>st</sup> membership. Exceptions must be approved by the Board.

### *Section 3.*     Application Fees

New members will pay a non-refundable application fee, which is determined by the Board of Directors. The initiation fee will not exceed \$50. This sum shall be applied to the annual dues for the remainder of the fiscal year. The following calendar year annual dues will become due and payable on January 1<sup>st</sup> of the following year.

### *Section 4.*     Election to Membership

- A. Every application for membership will be made in writing on the Club's official application form as approved by the Board of Directors. By signing the application and the required Code of Ethics statement each applicant shall agree to abide by the Constitution and Bylaws of the Corporation as well as the Code of Ethics. The executed application and Code of Ethics statement must be submitted to the Membership Coordinator accompanied by the application fee.
- B. The process for approval of membership shall be determined by the Board of Directors. Board of Directors may modify guidelines to assist in membership application. However, the following minimum requirements shall be required;
  - 1. The Membership Coordinator will report each application to the members present at the next two regular Club meetings. Membership Coordinator will publish their name and address of residence in the next possible newsletter.
  - 2. Potential members must attend a minimum of *two* meetings or Club sponsored events, if applying for full membership. If

associate membership is being applied for, the two minimum meetings may be waived by Board. Out of town members must provide a letter of recommendation by a Member in good standing.

3. Potential members seeking Full Membership must sign up to assist on a Committee within six months of being voted in to membership.

Following second reading of an application, if no objection has been made, applicants will be come members by an affirmative vote of two-thirds of the members present. Vote will be by secret ballot. If an objection is noted to Membership Coordinator it will be brought to the attention of the Board at the next possible meeting and applicant shall be notified and provided opportunity to respond and the next available meeting. Board will make a recommendation as to acceptance of application before the acceptance of the application is presented to the membership for a vote as described above.

#### *Section 5.      Termination of Membership*

Memberships may be terminated:

- A.    By Resignation. Members in good standing may resign by submitting written notice to any officer or Board Member who will present to the Board. No member may resign while owing a 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. Members whose dues are not paid by January 31<sup>st</sup> shall be notified in writing. If dues are not paid by February 15<sup>th</sup> the membership will lapse. The Board may grant extension in meritorious or hardship cases. In any case, voting rights for delinquent members are suspended.
- C.    Through Disciplinary Action. See Article VII.

### **Article III.    Meetings, Voting**

#### *Section I.      Regular Club Meetings*

Regular Club meetings are held in the greater Atlanta area on the third Sunday of the designated month or on a day set by the Board of Directors as necessary for the operation of the Corporation. Notice shall be provided to membership in the Newsletter preceding the date of the meeting, but not less than 15 days prior. Every effort will be made to hold meetings in the months of January, March, May, July, September, October and November, in each year or as determined by the Board in January of each year so long as the club holds a minimum of six meetings per year. The place, date and hours may be designated by Board or delegated by the Board to Program Chair. A quorum for said meetings shall be 20% of the members in good standing.

*Section 2.*      Special Club Meetings

- A. 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 Board, or by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing.
- B. Such special meetings will be held in or within the greater Atlanta area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Notice of such a meeting will be provided by the Secretary at least five days prior and said notice will state the specific purpose of the meeting; no other Club business may be conducted. The quorum for such a meeting is one fifth of the Individual Full and Family Full members in good standing.

*Section 3.*      Board Meetings

There shall be a minimum of two meetings of the Board of Directors held in or within the greater Atlanta area in each year, at such hours and place as may be designated by the Board. Effort will be made to provide notice of each meeting in the preceding Newsletter or mailed or emailed by the Secretary at least fifteen days prior to the date of the meeting. The quorum for such a meeting is a simple majority of the Board.

*Section 4.*      Special Board Meetings

Special Board meetings may be called by the President; or will be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meeting will be held in the greater Atlanta area at such place, date and hours as may be designated by persons authorized to call such a meeting. Written notice of such meeting will be mailed or emailed by the Secretary at least five days prior. Any such notice will state the specific purpose to the meeting; no other business may be conducted. A quorum for such a meeting is a simple majority of the Board.

*Section 5.*      Voting

Each member with an individual full membership and in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting. Each family full membership is entitled to two votes. Junior and associate members are not eligible for voting. Proxy voting is not permitted at any meeting or election.

*Section 6.*      Notification by Email

Notification of meetings by email shall be allowed so long as the member or board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the club from any liability should the notification be received late or not received by the member or board member due to circumstances beyond the club's control.

## **Article IV. Directors and Officers.**

### *Section 1. Board of Directors*

The Board is comprised of the President, Vice President, Secretary, Treasurer, and seven other persons to act as Board of Directors who are members in good standing and have been elected and serve as provided in Article IV. One of the Board of Directors or Officers shall be the Membership Coordinator. General management of the Club's affairs is entrusted to the Board as a whole. Each Board Member or Officer must participate in or chair a standing committee. All Officers and Board of Directors will serve for a period of two years. President and Vice President will be elected in even numbered years and Secretary and Treasurer will be elected in odd numbered years. Four members of the Board of Directors will be elected in even numbered years and five Directors will be elected in odd numbered years. For the inaugural year only, 2007, all positions shall be subject to elections with President, Vice President and four Directors running for a one year term and positions Secretary, Treasurer and five Directors running for two year terms.

### *Section 2. Officers*

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

- A. The President is the Chief Executive Officer of the Club, and has general and active control of Club business and affairs. The President executes all instrument and documents on behalf of the Club, and presides at all general and Board meetings. Unless otherwise specified in these By-Laws, the President appoints all committees subject to approval by the Board.
- B. The Vice President will perform the duties of the President in case of the President's death, absence or incapacity. The Vice President will assist the President in the performance of duties.
- C. The Secretary keeps the Club's records including the minutes of all Club and Board meetings. In addition, the Secretary has charge of official Club correspondence, will oversee meeting notification, will notify new members of their election to membership, will notify Officers and Directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such other duties as prescribed in the By-Laws. Certain duties may from time to time may be delegated or assigned to specific committees by a majority vote of the Board of Directors. Secretary shall be considered an ad hoc member of said committee and be available for consultation or reporting.
- D. The Treasurer will receive all money due or belonging to the Club, which will be promptly deposited in the bank account(s) designated by the

Board, in the name of the Club. The books must be open to inspection of the Board at all times. At each Club and Board meeting, the Treasurer will present a summary report describing the condition of the Club's finances and a summary of every item of receipt or payment not before reported. At the annual meeting, the Treasurer will present a summary report of all money received and expended during that present fiscal year. A complete accounting report shall be included in the February/March Newsletter. The Treasurer will be bonded in an amount determined by the Board of Directors. The Treasurer will file the appropriate State & Federal tax returns. Certain duties may from time to time be delegated or assigned to specific committees by a majority of the Board of Directors. Treasurer shall be an ad hoc member of said committee and be available for consultation or reporting.

- E. The offices of Secretary and Treasurer may be held by the same person in which case the Board will be comprised of the Officers and six other persons.

*Section 3.*     Removal of Elected Officers

An elected officer may be removed from office at any time for cause by a two-thirds vote of the Board of Directors following a hearing.

*Section 4.*     Vacancies

Vacancies occurring on the Board or among the Officers will be filled, until the next annual election, by a majority vote of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose. However, a vacancy in the office of President will be filled the Vice President and the resulting vacancy in the office Vice President will be filled by the Board.

**Article V.     The Club Year, Annual Meetings, and Elections**

*Section 1.*     Club Year

The Club's fiscal year begins on the first day of January and ends on the last day of December. Following the annual meeting the incoming Board and Officers shall coordinate with the outgoing Board and Officers to transfer necessary information and equipment to ensure the appropriate transition of duties and club assets by January 1<sup>st</sup> each year.

*Section 2.*     Annual Meeting

The annual meeting is held in the month of November. Officers and Directors for the ensuing year are elected by secret, written ballot from among those nominated in accordance with Section 4 of this article. Elected Board Members and Officers shall take office on January 1<sup>st</sup> each year.



*Section 3.*     Elections

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

*Section 4.*     Nominations

During the month of May, the Board will appoint a Nominating Committee and Chair consisting of two members and one alternate, all in good standing. No more than one appointee may be a member of the Board. The President will immediately notify the appointees of their selection. The Committee will meet and present the slate on or before the July meeting and publish in the following Newsletter. .

- A.     The Committee will nominate one candidate for each office and one candidate for the other positions of the Board, and after securing the consent of each nominee, immediately report the nominations to the Secretary in writing. All nominees must be members in good standing.
- B.     After receiving the Nominating Committee's report, the Secretary will publish in the Newsletter preceding the September meeting or send to each member by email to those able and regular mail for all others a written list of nominees for each office prior to September meeting.
- C.     Additional nominations may be made at the September meeting by any member in attendance provided that that nominee does not decline. If the nominee is not in attendance, the nominator must present a letter of consent to the Secretary. No person may be a candidate for more than one office except for the combination of Treasurer and Secretary.
- D.     Nominations may not be made at the annual meeting or in any other manner other than as provided in the section.
- E.     If for any reason a nominee is unable to act they must notify the Secretary. If the notification is prior to the Annual Meeting and there is insufficient time to convene the nominating committee than the position shall be declared vacant in regards to that position. Replacement for said vacancy shall occur as prescribed in Article IV, Section 4 by the newly elected Board.

**Article VI.    Committees**

*Section 1.*     Standing Committees

The Board may each year appoint standing committees to advance the work of the club in such matters as dog shows, obedience trials, trophies, annual prizes, membership, education, communication, ways and means, rescue, programs, legislation 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.

Any committee appointment may be terminated by a majority vote of the 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. Discipline**

### *Section 1. Suspension by the American Kennel Club*

Any member suspended from the privileges of the American kennel Club will be automatically suspended from the privileges of this Club for a like period.

### *Section 2. Suspension by the Club*

**A. Charges.** An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50.00, 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. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction.** If the board entertains jurisdiction of the charges, it shall fix a date for a hearing by the board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges and the specifications 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 wishes.

**B. 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 a majority vote of those present reprimand or 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, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting which considers the board's recommendation. Immediately after the board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the board's decision and penalty, if any.

**C. Expulsion.** Expulsion of a member from the club may be accomplished only at a meeting of the club following a board hearing and upon the board's 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 60 days but not earlier than 30 days after the date of the board's recommendation of expulsion. 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 board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A  $\frac{2}{3}$  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 VIII. Amendments.**

#### *Section 1. Proposal*

Amendments to the Constitution and By-Laws may be proposed by Board or by petition to the Secretary signed by one fifth of the membership in good standing. Amendments proposed by such petition will 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 received by the Secretary.

#### *Section 2. Ratification.*

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, provided the proposed amendments have been included in the notice of the meeting, included in the subsequent newsletter and mailed or emailed to each member at least fifteen days prior to the date of the meeting. Vote shall be by secret ballot.

### **Article IX. Dissolution**

#### *Section 1. Dissolution of the Club*

The Club may be dissolved at any time by the written consent of not less than two thirds of the members in good standing. In the event of the dissolution of the Club other than for purpose of reorganization, whether voluntary or involuntary, or by operation of the law, none of the property of the Club, nor any proceeds thereof, nor any assets of the Club may be distributed to any members of the Club or other persons, but after all Club obligations are satisfied, the remaining property and assets will be contributed to a charitable organization benefiting the West Highland White Terrier selected by the Board of Directors.

### **Article X. Order of Business**

#### *Section 1. General Meetings*

At a meeting of the Club where the charter and nature of the meeting permit, the order of business is as follows:

- A. Call to order/ Roll Call
- B. Review of Minutes
- C. Report of the Treasurer
- D. Report of Committees
- E. Election of Officers and Board Members (at annual meeting)
- F. Election of New Members.
- G. Unfinished Business
- H. New Business
- I. Adjournment
- J. Program

*Section 2.*     Board Meetings

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

- A. Reading of Minutes of the Last Meeting
- B. Report of the Secretary
- C. Report of the Treasurer
- D. Report of Committees
- E. Unfinished Business
- F. New Business
- G. Adjournment

**Article XI.   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 bylaws and any other special rules of order the club may adopt.