

**CONSTITUTION AND BY-LAWS
OF
WISCONSIN AIREDALE TERRIER CLUB
Revised - December 16, 1990**

ARTICLE I

NAME AND PURPOSE

The name of this Club shall be the WISCONSIN AIREDALE TERRIER CLUB.

This Club is established as a non-profit organization. 501(c) Tax EIN # 39.1944424
The object of this Club shall be to encourage and promote the breeding of purebred Airedale Terriers in accordance with the standard established by the Airedale Terrier Club of America; and to give, promote, or sponsor shows within the State of Wisconsin.

ARTICLE II

MEMBERSHIP, DUES AND ASSESSMENTS

SECTION I. ELIGIBILITY. The number of members of this Club shall be unlimited. There shall be one type 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 purpose 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 exhibitors in its immediate area.

SECTION II. ADMISSION TO MEMBERSHIP. All applications are to be with the Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next scheduled meeting of the Club, the application will be voted upon and affirmation by the majority of the members present and voting, shall be required to elect the applicant. The name, address and profession of the applicant shall be furnished the membership. Rejection by the membership shall disqualify and applicant for a period of six months, after which the applicant may be proposed again.

SECTION III. DUES. The annual dues shall be voted on at the annual meeting for the following year, payable in advance and due before the date of the annual meeting each year. Candidates accepted after the first day of August of the year shall pay only half of the annual dues. Every candidate who has been duly proposed and accepted shall, within thirty (30) days after notification of the same by the Secretary, pay to the Treasurer his annual dues. He shall then, and not before, be a member of the Club. In case of his failure to do so, his acceptance shall be void at the discretion of the Board of Directors.

SECTION IV. ASSESSMENTS. At no time during the life of this Club shall any member be assessed any additional amount. It shall be understood, however, that any member or group of members may contribute prizes or money to any show or match given or supported by the Club.

SECTION V. TERMINATION OF MEMBERSHIP. The interest of any member in the property of the Club ceases with the termination of his membership. Memberships may be terminated as follows:

a) Expulsion. A majority of the members present at a regularly constituted meeting may vote to forfeit the membership of any member for conduct on his part which would endanger the welfare of the Club. All members of the Club must be notified in writing of the proposed expulsion at least two (2) weeks prior to the said meeting, at which time the member in question will have an opportunity to defend himself and bring witnesses, if he deems it necessary.

b) Resignations. All resignations must be made in writing to the Secretary of the Club. No member can resign while he is indebted to the Club, dues owing being considered a debt.

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

d) Non Payment of Dues. Any member whose annual dues remain unpaid sixty (60) days after same are due and payable, shall automatically forfeit membership in the Club except in cases of absence from the Country or other extenuating circumstances, in which case membership may be retained if the Board of Governors shall so vote.

ARTICLE III

OFFICERS AND THE BOARD OF GOVERNORS

SECTION I. OFFICERS AND THE BOARD OF GOVERNORS. The officers of this Club shall constitute a President, a Vice-President, a Treasurer and a Secretary. These officers and three other members of the Club who shall be termed Directors shall constitute the Board of Governors. Also one of the Board members will serve as a assistant Secretary, to help as an aid.

SECTION II. TERM. The officers and three (3) Directors shall be elected for a term of one (1) year at the Club's Annual Meeting as provided in ARTICLE IX of this CONSTITUTION AND BY-LAWS, and shall hold office until their successors shall be elected.

SECTION III. POWERS. Other than as defined elsewhere in this CONSTITUTION AND BY-LAWS the powers of the Board of Governors shall be as follows:

a) The Board of Governors shall have general charge of the management and affairs of the Club and shall carry out the purpose of the Club.

b) Any interpretation of these BY-LAWS shall be made by the Board of Governors

c) The Board of Governors shall have full power, at any time, to remove any officer or member of the Board for violation of duty, subject to a majority vote by the members of the Board.

d) To select and honor those members or member for outstanding activity in the Club.

e) To appoint the following committees:

1. Youth Service
 - Junior Showmanship
 - Obedience
2. Club Administration
 - Show Committee
 - Trophy Committee
 - Membership
 - Public Relations
 - Program

Awards Committee

- 3. Obedience Training
 - Training Club and Classes
 - Obedience Trials

SECTION IV. QUORUM. A majority of the Board of Governors, which shall consist of three (3) officers and one Director, shall constitute a quorum for the transaction of business.

SECTION V. VACANCIES. Any vacancy occurring on the Board during the year will be filled for the unexpired term of office by a majority vote of Club members at the first regular Club meeting following the creation of such vacancy.



ARTICLE IV

DUTIES OF OFFICERS

Other than as defined elsewhere, the duties of the officers shall be as follows:

- a) The President shall preside at all meeting of the Club and Board of Governors and shall have the duties and powers normally appurtenant to the office of President, in addition to such duties as may be prescribed by the Board of Governors.
- b) The Vice-President shall have the powers and exercise the duties of the President in case of the President's death, absence or incapacity.
- c) The Secretary shall keep a record of all meetings of the Club and of the Board and all matters of which a record shall be ordered by the Club. He shall have the powers and duties of clerk, have full charge of the correspondence, notify members of meetings, notify new members of their election to membership, furnish them with a copy of the BY-LAWS of the Club. He shall notify officers and Directors of their election to office, keep a roll of members of the Club and their address, and carry out such other duties as are prescribed in this CONSTITUTION AND BY-LAWS, as well as any duties ordered by the Board of Governors. The retiring Secretary shall also make a complete record of the Annual Meeting for the benefit of the new Secretary. He shall edit, publish and send to each member, a copy of the Airedale Terrier Newsletter.
- d) The Treasurer shall collect and receive all money due or belonging to the Club and shall receipt the same. He shall deposit same in a bank and notify the Board of Governors of same. His books shall be open at all times to the inspection of the Board and he shall report to them, at every meeting, every item or receipt or disbursement not before reported and the complete condition of the Club's finances when requested. At the Annual Meeting, he shall render an account of all moneys received and expended during the previous fiscal year, which account must be audited by the Board of Governors.
- e) Duties of Assistant Secretary are: As follows in paragraph C.

ARTICLE V

REGULAR MEETINGS AND ORDER OF BUSINESS

There shall be not less than four (4) regular meeting during the Club year, to be held as nearly quarterly as possible. At all meetings of the Club the order of business, as far as the character and nature of the meeting may admit, shall be as follows:

- a) Roll Call.
- b) Minutes of last meeting and Treasurer's report, if any.
- c) Report of Officers and Committee Reports, if any.
- d) General Business (old business, new business).
- e) Election of officers and directors (at Annual Meeting).
- f) Program, if any.
- g) Adjournment.

ARTICLE VI

SPECIAL MEETINGS

A special meeting of the Club shall be called at the discretion of the Board of Governors or upon request in writing, of not less then ten (10) members of the Club.

ARTICLE VII

FISCAL YEAR AND FINANCIAL STATEMENT

The fiscal year of the Club shall end on the late day of February each year. The Treasurer shall prepare a complete financial statement of the fiscal year, to be presented at the Annual Meeting.

ARTICLE VIII

NOMINATIONS AND ELIGIBILITY

No person may be a candidate in the Club election who has not been nominated. Prior to December 15 of each year, the Board shall select a Nominating Committee consisting of three (3) members and not more than one (1) of who shall be a member of the Board. The Secretary shall immediately notify the committee men of their selection. The Board shall name a Chairman for the Committee and it shall be his duty to call a committee meeting and report nominations to the Secretary prior to January 15 of each year.

- a) The Committee shall nominate one (1) candidate for each office, and one (1) candidate for the three (3) other positions of the Board, and, after securing the consent of each person so nominated shall, immediately report their nominations to the Secretary in writing.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall, before, February 1, notify each member in writing of the candidates so nominated.
- c) Additional nominations may be made at the February meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary a written

statement from the proposed candidate signifying his willingness to be a candidate. 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 of the Nominating Committee.

d) Nominations cannot be made at the Annual Meeting or in any other manner other than as provided in this Section.

ARTICLE IX

ANNUAL MEETING AND ELECTIONS

SECTION I. ANNUAL MEETING. The Club shall hold its Annual Meeting at such place and date as may be determined by the Board of Governors, but in no event shall the meeting be held later than the last day of February. The Secretary shall notify each member, in writing, of the date, time, and location of the Annual Meeting, said notices to be mailed prior to two (2) weeks before the date fixed for same.

SECTION II. QUORUM. Twenty (20) percent of the membership in good standing, at the Annual Meeting.

SECTION III. ELECTION OF OFFICERS AND DIRECTORS. At the Annual Meeting the Secretary shall furnish each member in good standing present, with a ballot, containing the names of all persons nominated, The of officers and three (3) directors shall then be selected by secret ballot from the members nominated in the manners provided above. A majority of the votes cast at the Annual Meeting shall be necessary for an election. The President shall announce the results of the ballots, which shall be counted by the President, the Secretary and one member selected from among those present. Proxy voting will not be permitted at any Club election.

ARTICLE X

AMENDMENTS OR REVISIONS OF THE CONSTITUTION AND BY-LAWS

The CONSTITUTION AND BY-LAWS can be amended or revised only by a two-thirds (2/3) vote of the members present at the Annual Meeting or other meeting designated for that purpose. The Secretary shall furnish each member with a written copy of any proposed revision or amendment at least ten (10) days prior to the Annual meeting or other meeting at which the revision or amendment is to be voted upon. Those members unable to attend and who wish to vote, may cast their vote by mail. Votes by mail must be received by the Secretary at least three (3) days prior to the meeting and shall be read aloud at that meeting.

ARTICLE XI

DISSOLUTION

The Club may be dissolved at any time by the consent, in writing, of not less than two-thirds (2/3) of the members. After payment of all debts and liabilities of the Club, the property and assets of the Club shall be given to Charity.