

## **CONSTITUTION**

### **ARTICLE 1**

#### Name and Objects

##### Section 1.

The name of the Club shall be Scottish Terrier Club of Greater Houston, Inc.

##### Section 2.

The objects of the club shall be:

- (a) to encourage and promote quality in the breeding of purebred Scottish Terriers and to do all possible to bring their natural qualities to perfection;
- (b) to urge members and breeders to accept the standard of the breed approved by The American Kennel Club as the only standard by which Scottish Terriers shall be judged;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and obedience trials;
- (d) to conduct sanctioned and licensed specialty shows and obedience trials under the rules of The American Kennel Club.

##### Section 3.

The Club shall not be conducted or operated for profit and no part of any profits or remainder of 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 By-Laws as may be required to carry out these objects.

#### BY-LAWS

### **ARTICLE 1**

#### Section 1.

Eligibility. There shall be three classes of membership open to all persons who are in good standing with The American Kennel Club and with the Scottish Terrier Club of America and who subscribe to the purposes of this Club. The three classes of membership shall be active member, associate member and junior members. Active and associate membership is open to persons 18 years and older, while junior members may only be under the age of 18 and

at least 9 years old.

The applicant to membership will designate on the standard membership application, which class of membership the applicant wishes to enter.

Only active members may vote at any meeting, or be elected or appointed to any office of the Club; and only active members will be counted to determine the presence of a quorum at any regular Club meeting, which shall be 20 percent of the active members.

Junior members shall have all the privileges of membership except those of voting and holding elective or appointive office in the Club; and the dues for this type of membership shall be \$4.00 less than the amount charged for active members. When a junior member reaches the age of eighteen years he shall become an active or associate member as he wishes, and shall pay the appropriate dues for this new status for the next fiscal year.

Associate members shall have all the privileges of membership except those of voting or holding elective offices in the Club; and dues for this membership shall be \$2.00 less than the dues of active members.

At the beginning of each new fiscal year the status of each member will be reviewed. Any active member not attending a minimum of three regular monthly business meetings during the past fiscal year shall be changed to an associate member. An active member may change membership class to associate at any time. If dues have already been paid for the year, there will be no adjustment until the next fiscal year.

(a) 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 2.

Dues. Membership dues shall be payable on or before the first day of January of each year. The amount of dues is to be determined by the Board with a majority approval of club membership. No member shall vote whose dues are not paid for the current year. During the month of November the Treasurer shall send each member a statement of dues for the ensuing year.

## Section 3.

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 and the rules of The American Kennel Club. The applicant further agrees to abide by this Club's Code of Ethics and Standard Operating Procedures Guidelines. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of 2 members 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 Corresponding Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting the application will be voted upon and affirmative votes of  $\frac{3}{4}$  of the members present and voting at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

#### Section 4.

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 Corresponding 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 shall 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 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 provided in Article VI of these By-Laws.

## **ARTICLE II**

### **Meetings and Voting**

#### Section 1.

Club Meetings. Meetings of the Club shall ordinarily be held in the Greater Houston area on the first Tuesday of each month, at such hour and place as may be designated by the Board of Directors. Provided, however, in cases when the first Tuesday conflicts with a commonly observed holiday or in an emergency, the time, place and date may be changed by the Board of Directors, provided the membership is notified at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing or 5 active members, whichever is greater.

#### Section 2.

Special Club Meetings. Special Club meetings may be called by the President, or by a majority vote of members of the Board who are present and voting at any regular or special meeting of the Board, and shall be called by the Corresponding Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held

in (or within 35 miles of) the city of Houston at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Corresponding Secretary at least 5 days and not more than 15 days prior 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 20% of the members in good standing.

### Section 3.

Board Meetings. Meetings of the Board of Directors shall be held in (or within 35 miles of) the city of Houston on or about the first Tuesday in the months of January, April and August in each year at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the Corresponding Secretary at least 5 days prior to the day of the meeting. The quorum for such a meeting shall be a majority of the Board.

### Section 4.

Special Board Meetings. Special meetings of the Board may be called by the President, and shall be called by the Corresponding Secretary upon receipt of the written request signed by at least three members of the Board. Such special meetings shall be held in (or within 35 miles of) the city of Houston at such place, date and hours as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Corresponding Secretary at least 5 days and not more than 10 days prior to the date of the meeting, or telegraphic notice shall be filed at least 3 days and not more than 5 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

### Section 5.

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 is present. Proxy voting will not be permitted at any club meeting or election.

## **ARTICLE III**

### Section 1.

Board of Directors. The Board shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and four other persons all of whom shall be elected for one year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

### Section 2.

Officers. The Club's officers consisting of the President, Vice-President,

Corresponding Secretary, Recording 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 in accordance with the order of business prescribed in Article 9, Section 1 of these By-Laws, 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 or incapacity. In addition the Vice-President will hold the position of Program Chairman.
- c) The Recording Secretary shall keep a record of all meetings of the Club and Board and of all matters in which a record shall be ordered by the Club.
- d) The Corresponding Secretary shall have charge of the correspondence, notify members of the meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a role of the members of the Club with their addresses, and carry out such other duties as are prescribed in these By-Laws.
- e) The Treasurer shall collect and receive all moneys due or belonging to the Club. He shall deposit the same in a bank designated by the Board in the name of the Club within two months of being received. His books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer may be bonded at the discretion of the Board when the average balance of the treasury reaches \$3000.00.
- f) The offices of Recording Secretary and Corresponding Secretary may be held by the same person in which case the Board shall be comprised of the officers and five other persons.

### Section 3.

Vacancies. Any vacancies occurring on the Board or among the offices 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 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 Meeting, Elections***

#### Section 1.

Club Year. The Club's fiscal year shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> of December. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

## Section 2.

Annual Meeting. The annual meeting shall be held in the month of April at which Officers and Directors for the ensuing year shall be elected by secret written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

## Section 3.

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

## Section 4.

Nominations. No person may be a candidate in the Club election who has not been nominated. During the month of December, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom shall be a member of the Board. The Corresponding Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his duty to call a committee meeting which shall be held on or before February 1.

- (a) The Committee shall nominate one candidate for each office and four candidates for the four other positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing.
- (b) Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall before February 15<sup>th</sup> notify each member in writing of the candidates so nominated. The Corresponding Secretary may have the editor of the Newsletter publish this in the Newsletter.
- (c) Additional nominations may be made at the March meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and further that the proposed candidate is not in attendance at this meeting, his proposer shall present to the Corresponding 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 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 manner other

than as provided in this section.

## **ARTICLE V**

### **Committees**

#### Section 1.

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, 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 2.

Any committee appointment may be terminated by a majority vote of the full membership at 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 1.

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

#### Section 2.

Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Corresponding 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 Corresponding Secretary shall promptly send a copy of the charges to each member of the Board or present them at the Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Corresponding 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 wishes.

### Section 3.

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 by complainant and 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, 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 Corresponding Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

### Section 4.

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 findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he 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**

### **Ammendments**

#### Section 1.

Ammendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Corresponding 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 Corresponding Secretary for a vote within three months from the date when the petition was received by the Corresponding Secretary.

#### Section 2.



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 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 1.

Dissolution. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary or by operation of law, none of the property 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 last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (at annual meeting)
- Election of new members
- 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
- Report of Committees

Unfinished business  
New business  
Adjournment

THESE CONSTITUTION AND BY-LAWS WERE APPROVED AND ACCEPTED AT THE  
REGULAR MONTHLY MEETING HELD APRIL 4, 1989.

CLAUDIA LEFFLER

CORRESPONDING SECRETARY

Revised 4/4/89