

**Constitution and By-Laws of the
West Highland White Terrier Club of America**

Revised March 1988
Amended July, 1994
Amended March, 1998
Amended September, 2015

CONSTITUTION

**ARTICLE I
NAME AND OBJECTS**

Section 1.

The name of the Club shall be The West Highland White Terrier Club of America, Inc.

Section 2.

The objects of the Club shall be:

1. to encourage and promote quality in the breeding of pure-bred West Highland White Terriers and to do all possible to bring their natural qualities to perfection;
2. to encourage the organization of independent local West Highland White Terrier Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
3. 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 West Highland White Terriers shall be judged;
4. to do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike competition at conformation, companion and performance events and all AKC events for which the club is eligible under the Rules and Regulations of the American Kennel Club;
5. to conduct sanctioned matches, conformation, companion and performance events and all AKC events for which the club is eligible under the Rules and Regulations 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 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 by-laws as may be required to carry out these objects.

BY-LAWS

ARTICLE I MEMBERSHIP

Section 1. Eligibility.

Effective September 1999, there shall be two (2) types 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.

1. **ACTIVE.** Active Members, who shall be eighteen years of age and older, shall be entitled to all privileges of the Club: to vote, hold office and participate in all Club-sponsored competitions and activities, except that only residents of the United States of America may hold office as provided in Article III, Section 1 of these by-laws.
2. **JUNIOR.** Junior members shall be at least ten (10) and under eighteen (18) years of age and shall be entitled to all privileges of the Club accorded Active members, except that they shall not be entitled to vote either in Club general elections or on any issue brought before the Club, nor shall they be entitled to hold Club office. Upon attaining the age of eighteen (18) years, a Junior Member may graduate to Active Member by payment of the initiation fee then in effect.

Persons attaining Life Membership status prior to September 1999 will continue to enjoy all of the privileges of Active Membership.

Section 2. Initiation Fee and Annual Dues.

The Board of Directors shall set the initiation fee for Active Members and annual dues. Annual dues for Active Members and Junior Members shall be the same amount as the initiation fee, not to exceed Seventy-five Dollars (\$75.00) per year, payable on or before the first day of January of each year. A notification of fee increases shall be placed on the Club's website and in the Club's official publication at least six (6) months prior to the change. No member may vote in Club elections or on any issue brought before the Club who has not paid an initiation fee and whose dues are not paid for the current year. During the month of November the Treasurer shall send to each member a statement of dues for the ensuing year. A penalty fee of one-half (1/2) of the current dues level shall be assessed for dues postmarked after January 1st of each year and must be included with the delinquent dues. In no case may a person whose penalty fees are unpaid be entitled to vote in Club elections or on any issue brought before the Club. The reinstatement fee for lapsed memberships shall not exceed the dues level. Persons whose membership is approved after the first of August and whose dues are paid are considered paid 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 application shall include the names, address and occupation of the applicant and it shall carry the endorsement of two members in good standing each of whom have been members for not less than one year and who are not members of the same household. For foreign applications (other than U.S. citizens) one sponsor must be a U.S. resident. Both sponsors shall submit with the application a recommendation for the applicant in a format as approved by the Board of Directors. The name of each applicant along with his/her address and the name of their sponsors, shall be printed in one issue of the Club's official publication before said applicant may be presented to the Board for consideration. Applicants may be elected by written ballot at any meeting of the Board of Directors or by written vote of the Directors by mail. Affirmative votes of two-thirds of the Directors present at a meeting of the Board, or of two-thirds of the entire Board voting by mail, shall be required to elect an applicant. An application which has been rejected by the Board may be presented in person by the applicant, one of the sponsors, or a Board approved representative at the next Annual Meeting of the Club, and the members may elect such applicant by secret ballot and a favorable vote of 75% of the members present.

Applicants who are refused membership may reapply one year after such rejection. Upon notification of election, the prospective member shall submit appropriate initiation fees and dues payment for the current year. Upon receipt of said fees by the Treasurer, applicant shall be entered as a member on the rolls of the Club with the effective date of membership to be that date on which the application received the approval of the Board of Directors.

Section 4. Termination of Membership.

Memberships may be terminated:

1. **BY RESIGNATION.** Any member in good standing may resign from the Club upon written notice to the Recording Secretary or Treasurer; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred yearly on the first day of January.
2. **BY LAPSING.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of January. The Board may, however, grant an additional thirty (30) days of grace to delinquent members upon their individual application. In no case may a person whose dues are unpaid be entitled to vote in Club elections or on any issue brought before the Club, nor will they be considered eligible for awards which are contingent upon Club membership.
3. **BY EXPULSION.** A membership may be terminated by expulsion as provided in Article VI of these by-laws.

Section 5. Reinstatement of Membership.

A person whose membership has lapsed may apply for reinstatement within the same calendar year. Any request for reinstatement should state the reason the membership was permitted to lapse and must include payment of dues for the current year and the reinstatement fee then in effect. At the next Board meeting the Treasurer shall notify each member of the Board of the request for reinstatement, seeking approval or disapproval of the application. A member who fails to apply for reinstatement within the specified time period may reapply for Club membership in the manner provided in Article I, Section 3 of these by-laws.

ARTICLE II MEETINGS

Section 1. Annual Meeting.

The Annual Meeting of the Club shall be held in conjunction with the Club's annual specialty show, if possible, at a place, date, and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be mailed by the Corresponding Secretary to each member at least thirty (30) days prior to the date of the meeting. The quorum for the Annual Meeting shall be tell percent of the members in good standing.

Section 2. Special Club Meetings.

Special Club meetings may be called by the President or by a majority vote of the members of the Board who are present at a meeting of the Board or who vote by mail; and shall be called by the Corresponding Secretary upon receipt of a petition signed by ten percent of the members of the Club who are in good standing. Such meeting shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Corresponding Secretary at least thirty (30) days and not more than sixty (60) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such meetings shall be ten percent of the members in good standing.

Section 3. Board Meetings.

A meeting of the Board shall be held within one week of the annual meeting. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of each meeting shall be mailed by the Corresponding Secretary to each member of the Board at least Thirty (30) days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board, voting in person, by mail, fax or telephone call.

Section 4.

The Board of Directors may conduct its business by mail, fax or telephone call or email, in accordance with AKC policy, through the Recording Secretary and/or President. The Recording Secretary shall record results of items voted upon by telephone call in the Club's official records.

Section 5.

Notices for any meetings of the Club as provided in Article II, Sections 1 and 2 of these by-laws may be carried in a Club publication, in lieu of by mail, at the discretion of the Corresponding Secretary.

ARTICLE III DIRECTORS AND OFFICERS

Section 1. Board of Directors.

The Board shall be comprised of the President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Delegate to The American Kennel Club, Immediate Past President, and nine (9) other persons, all of whom shall be members in good standing and residents of the United States of America. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Length of Term.

All Officers and the Delegate to The American Kennel Club shall be elected for one year terms as provided in Article IV of these by-laws; one-third of the Directors shall be elected each year to serve a three year term. No officer may succeed himself after two consecutive terms in the same office with the exception of the Recording Secretary, Corresponding Secretary, and Treasurer, each of whom may serve no more than ten (10) consecutive years. The number of terms to which the Delegate to The American Kennel Club may be re-elected is not restricted by these by-laws. The Immediate Past President shall automatically be elected to serve on the board for the year following his/her retirement from office, with full voting privileges.

Section 3. Officers.

The Club's Officers, consisting of the President, First-Vice President, Second Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer, shall serve in their respective capacities both with regard to the Club meetings and the Board in its meetings.

1. 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 by-laws.
2. The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity and shall act in the order of their position.

3. The Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken by mail, and of all matters of which a record shall be ordered by the Club.. He/she shall keep a roll of the current members of the Club with their addresses; notify Officers, Delegate, Directors, and committee members of their election or appointment and shall carry out other duties as provided in these by-laws.
4. The Corresponding Secretary shall notify members of meetings and shall have charge of the general correspondence of the Club and shall assist the Recording Secretary when necessary.
5. The Treasurer shall collect and receive all monies due or belonging to the Club. He/she shall deposit the same in a bank approved by the Board, in the name of the Club. The books shall at all times be open to inspection of the Board and he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. He/she shall, in the first official publication after the conclusion of each calendar year, render to the membership an account of all monies received and expended during that year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine Biennially, within thirty (30) days of the end of the fiscal year, the books shall be subject to an audit by a committee composed of three members of the Club in good standing, as appointed at least sixty (60) days prior to the beginning of the next fiscal year.
6. The Delegate to The American Kennel Club shall represent the Club at the regular meetings of that body and shall report to the membership, through its publication insofar as is practical, such actions as are of interest to our Club and breed.

Section 4. Vacancies.

Any vacancies occurring on the Board or among the Officers during the year shall be filled until the next annual election by a majority vote of all the then members of the Board; except that a vacancy in the office of President which shall be filled automatically by the First Vice-President and the resulting vacancy in the office of First Vice-President shall be filled automatically by the Second Vice-President. Likewise, a vacancy in the office of First Vice-President shall be filled automatically by the Second Vice-President. In either instance, the resulting vacancy in the office of Second Vice-President shall be filled by a majority vote of all the then members of the Board until the next annual election.

ARTICLE IV THE CLUB YEAR, VOTING, NOMINATIONS AND ELECTIONS

Section 1. Club Year.

The Club's financial and official year shall begin on the first day of January, at which time elected Officers, Delegate and Directors shall take office, and end on the 31st day of December Each retiring Officer shall turn over to their successor in office all properties and records relating to that office by the last day in January.

Section 2. Voting.

At the annual meeting or at special meetings of the Club, voting shall be limited to those members in good standing who are present at the meeting. Voting for the annual election of Officers, Delegate, and Directors as well as on amendments to the constitution and by-laws and revisions to the standard of the breed shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

Section 3. Annual Elections.

Voting for the election of Officers, Directors, and Delegate to The American Kennel Club shall be conducted by secret ballot. Ballots shall be counted by two Inspectors of Election who are members in good standing and neither members of the current Board nor candidates on the ballot and who have been appointed by the President, with the approval of the Board. Ballots to be valid must be received by the Chief Inspector of Elections no later than one day prior to the date set for counting, which shall be not later than the 20th of December. The nominated candidate receiving the largest number of votes for each position shall be declared elected and the three nominated candidates receiving the largest number of votes shall be declared elected to the Board of Directors. If any nominee is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided in Article III, Section 4 of these by-laws.

Section 4. Nominations and Ballots.

No person may be a candidate in a club election who has not been nominated in accordance with these by-laws. A Nominating Committee shall be chosen by the President, with the approval of the Board of Directors, before the 1st day of May. The Committee shall consist of three members, preferably from different sections of the country, and two alternates, all such members being in good standing and no more than one of whom shall be a member of the current Board of Directors. The President with the approval of the Board of Directors shall name a chairperson for the Committee. The Nominating Committee may conduct its business by mail.

1. The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each position on the Board of Directors and a candidate for the Delegate to The American Kennel Club and shall procure the acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board of Directors to the extent that it is practical to do so. The Committee shall submit its slate of candidates to the Recording Secretary who shall mail the list, including the full name of each candidate and the name of the state in which they reside, to each member of the Club on or before the 14th day of September so that additional nominations may be made by the members if they so desire.
2. Additional nominations of eligible members may be made by written petition addressed to the Recording Secretary and received at his/her regular address on or before the 14th day of October, signed by five members of not less than one year and accompanied by the written acceptance of each additional nominee signifying his/her willingness to be a candidate. No person shall be a candidate for more than one position.
3. If no valid additional nominations are received by the Recording Secretary on or before the 14th day of October, the Nominating Committee's slate shall be declared elected, and no balloting will be required.
4. If one or more valid additional nominations are received by the Recording Secretary on or before the 14th day of October, he/she shall on or before the 9th day of November, mail to each member in good standing a ballot listing all the nominees for each contested position in alphabetical order, with the names of the states in which they reside and a resume of their qualifications. Such notice shall include the names of the Inspectors of Election as well as the date, time, and place for the counting of the ballots which date shall be no sooner than thirty (30) days from the date of the mailing of the ballots and no later than the 20th day of December. A blank envelope and a return envelope addressed to the Chief Inspector of Election and marked "Ballot" and bearing the name of the member to whom it was sent in the upper left corner must be included. So that the Ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Chief Inspector of Election. The Inspectors of Election shall check the returns against the list of members whose dues are paid for the current year prior to opening of the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voter as well as the results of the voting to the Recording Secretary who shall notify the newly elected Officers, Directors, and the Delegate to The American Kennel Club and shall transmit the results of the election to the membership.

This may be accomplished either by the inclusion in a Club publication or by mail, at the discretion of the Recording Secretary. After counting of the ballots, the Inspectors shall deliver all ballots and envelopes to the Recording Secretary who shall keep them available for inspection by any member for one month following the announcement (or publication) of election results to the general membership after which time they are to be destroyed. Inspection may only be made after prior application to inspect to the Recording Secretary and at his/her convenience.

5. Nominations cannot be made in any manner other than as provided above. When any date set forth in these by-laws falls on a legal holiday or Sunday, the date preceding that date will be observed.

ARTICLE V COMMITTEES

Section 1.

The President, with the approval of the Board, shall each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, tracking tests, earthdog tests, agility trials, working terrier trials, trophies, annual awards, membership and such other areas as which may well be served by committees. The correspondent to The American Kennel Club Pure-Bred Dog Gazette, the editors of all Club publications, and the Club historian shall be appointed in the same manner. All such appointments shall be made within sixty (60) days after the annual election. In addition, the Board may also appoint special committees to aid it on particular projects. All such Committee Chairpersons shall be identified in a Club publication.

Section 2.

The chairperson of each standing committee, as well as any special committee, shall submit a bi-annual report to the Board, through the President. Such committees shall be subject to the final authority of the Board. A written list of the responsibilities of the committee shall be given the committee chairperson upon appointment.

Section 3.

Any committee appointment may be terminated by resignation or by a majority vote of the full membership of the Board upon written notice to the appointee. The President, with the approval of the Board, shall appoint successors to those persons whose service has been terminated. Upon conclusion of service, all properties and records relating to the committee which are held by the appointee shall be transferred to the successor within thirty (30) days.

Section 4.

Any commitments for expenditures of funds on the Club's behalf must adhere to the current club policy.

ARTICLE VI DISCIPLINE

Section 1. American Kennel Club Suspension.

Any member who is suspended from the privileges of The American Kennel Club shall automatically be suspended from the privileges of this Club for a like period. Once such suspension is published in the Pure Bred Dog Gazette, the Corresponding Secretary will so notify the member by certified mail, return receipt requested.

Section 2. Charges.

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 in duplicate with the Recording Secretary together with a deposit of Fifty Dollars (\$50.00) which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Recording 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. 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 or a Committee of not less than three members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member by certified mail, return receipt requested, together with a notice of the hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if they wish.

Section 3. Board Hearing.

The Board or Committee 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 or Committee 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, or until the next annual meeting if that will occur after six months. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, the suspension shall not restrict the defendant's right to appear before their fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

Section 4. Expulsion.

Expulsion of a member from the Club may be accomplished only at the annual meeting of the Club following a hearing and upon recommendation of the Board or Committee as provided in Section 3 of this Article. 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 their his own behalf. The meeting shall then vote by written ballot on the proposed expulsion. A two-thirds vote of those 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 the constitution and by-laws and to the standard for the breed may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by twenty 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 Recording Secretary for a vote within three months of the date when the petition was received by the Recording Secretary.

Section 2.

The constitution and by-laws and the standard for the breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Recording Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which they may indicate their choice for or against the action to be taken. Dual-envelope procedures provided in Article IV, Section 4.d of these by-laws shall be followed in handling such ballots, to assure secrecy of the vote. The notice with such ballot shall specify a date not less than thirty (30) days after the date of mailing by which date the ballots must be returned to the Chief Inspector of Elections to be counted. The favorable vote of two-thirds of the members in good standing who return valid ballots within the specified time limit shall be required to effect any such amendment.

Section 3.

No amendment to the constitution and by-laws or to the standard for the breed that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE VIII DISSOLUTION

The Club may be dissolved at any time by the written consent of not less than two-thirds of the members. 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 member of the Club but after payment of the debts of the Club, its profits 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:

- Minutes of Last Meeting
- Report of President
- Report of Secretaries
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- Election of New Members
- New Business
- Special Awards/Program
- 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:

Minutes of Last Meeting
Report of Secretaries
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 other special rules of order the Club may adopt.