

Constitution and By-Laws
for
The Scottish Terrier Club of Michigan, Inc.

Constitution

ARTICLE I

Name & Objects

SECTION 1. The name of the Club shall be The Scottish Terrier Club of Michigan, Inc.

SECTION 2. The object of the Club shall be:

- A. to encourage and promote the quality breeding of pure-bred 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 as approved by the American Kennel Club as the only standard of excellence 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;
- D. to conduct sanctioned and licensed specialty shows 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 profit 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: There shall be two types of membership open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and, if applicable, The Scottish Terrier Club of America, and who subscribe to the purposes of the 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 the State of Michigan.

- A. Individual membership is open to any individual described above, and shall entitle the member to one vote in Club affairs.
- B. Family membership is open to any individual and one member of his family residing at the same address. Each of these members shall have one vote in Club affairs. Club publications and mailings will be sent one to the family group, however, rather than to each as individuals.

SECTION 2: Dues: Membership dues shall be subject to change and the amount of dues to be levied will be at the discretion of the Board of Directors. Dues will be payable on or before the 1st day of April each year. No member may vote whose dues are not paid for the current year. During the month of February, the Treasurer shall send to each member a statement of his dues for the ensuing year.

SECTION 3. Election to Membership: Each applicant for membership shall apply on a form approved by the Board of Directors and shall provide that the applicant agrees to abide by this Constitution and By-Laws and the rules of the American Kennel Club. The applicant shall state the name, address and occupation of the applicant and it shall carry a letter of endorsement of two members of good standing, not to be a husband and wife or members of the same household. Accompanying the application, the prospective members 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 Board of Directors following its receipt and will be voted on at the next following meeting of the Board. Election to membership will be by an affirmative vote of the majority of the members present.

Applicants for membership who have been rejected by the Board of Directors may not reapply within six months of rejection. The Corresponding Secretary will advise applicants of acceptance or rejection and return monies paid if rejected. Accepted applicants will immediately receive a copy of the Constitution.

SECTION 4. Termination of Membership: Membership 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 1st day of April.
- B. by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the 1st day of April; however, the Board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person whose dues are unpaid be entitled to vote at any Club meeting.
- C. by expulsion as provided in Article VI, Section 4.

SECTION 5. Reinstatement of Membership:

- A. A lapsed membership may be renewed, without sponsors, within 12 months of its expiration by applying for readmission. Applicants must have been in good standing.
- B. Lapsed memberships of more than 12 months shall submit a full membership application, with sponsors.

ARTICLE II

Meetings and Voting

SECTION 1. Club Meetings: Meetings of the Club shall be held at least twice a year at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Corresponding Secretary at least 10 days

prior to the date of the meeting. The quorum for such meetings shall be 20 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 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 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 10 days prior to the date of the meeting. Any such notice shall state the purpose of said meeting and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20 members in good standing.

SECTION 3. Board Meetings: Meetings of the Board of Directors shall be held bi-monthly on the last Wednesday of the month 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 10 days prior to the date of the meeting. The quorum for such a meeting shall be the majority of the Board. Club members shall be allowed to attend Board meetings. Participation is restriction to their committee related activities. Non-Club members may attend at the discretion of the President and as a general rule will not be allowed to participate.

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 a written request signed by at least three members of the Board. Such special meetings shall be held at such place, date, and hour as may be designated by the person authorized herein to call such meetings. Written notice of such meetings shall be mailed by the Corresponding Secretary at least 10 days prior to the date of the meeting, or telegraphic notice shall be filed at least 3 days prior to the date of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be the majority of the Board.

SECTION 5. Voting: Voting shall be limited to those members whose dues are paid for the current year.

- A. Election of Officers and Directors and amendments to the Constitution and By-Laws shall be decided by written ballot cast by mail or deposited with the Recording Secretary prior to the opening of the meeting. Other specific questions may be either voted on at the Annual or Special meeting or submitted to the members for decision by written ballot cast by mail or deposited with the Recording Secretary prior to the opening of the meeting.
- B. Voting by proxy shall not be permitted at any Club meeting or election.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors: The Board of Directors shall be comprised of the President, First Vice-President, Second Vice-President, Corresponding Secretary, Recording Secretary and Treasurer and four (4) other persons, all of whom are members in good standing and 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, First Vice-President, Second 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 will preside at all meetings of the Club and the Board will have the specified Guideline duties and powers normally appurtenant to the Office of President in addition to those particularly specified by the By-Laws.
- B. The First Vice-President will have the specified Guideline duties and exercise the powers of the President in case of the President's death, absence, or incapacity.
- C. The Second Vice-President will have the specified Guideline duties and exercise the powers of the First Vice-President in case of the First Vice-President's death, absence or incapacity.
- D. The Corresponding Secretary will have charge of the Correspondence, notify members of meetings, notify new members of their election to membership, notify Officers and Directors of their election to office, and carry out such other duties as are prescribed in the Guidelines of Office and in these By-Laws.
- E. The Recording Secretary will keep a record of all meetings of the Club and of the Board, all votes taken by mail, all matters of which a record shall be ordered by

the Club, keep a roll of the members of the Club with their current addresses and carry out such other duties as are prescribed in the Guidelines of Office and in these By-Laws.

- F. The Treasurer will collect and receive all monies due or belonging to the Club. He will deposit in a bank designated by the Board in the name of the Club. His books will be at all times open to inspection by the Board and he will report to them at every meeting the status of the Club's finances, including but not limited to, every item of receipt or payment not before reported. He will render an audited accounting of all monies received and expended during the previous fiscal year at the Annual Meeting. The Treasurer will have his books duly audited by an auditor appointed by the President within a month prior to the Annual meeting and present such audit at the Annual Meeting or at the meeting of the new Board.

SECTION 3. Vacancies: Any vacancies not provided for under Article III, Sections, A, B, or C, occurring on the Board or among the officers during the year shall be filled for the unexpired term of office by a majority vote of all remaining members of the Board at its first regular meeting following the creation of such vacancy, or a Special Board Meeting called for that purpose.

ARTICLE IV

The Club Year, Annual Meeting, Elections

SECTION 1. Club Year: The Club's fiscal year shall begin on January 1 and end on December 31. 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: This meeting shall be held in the month of April. At this time newly elected officers and Directors for the ensuing official year shall be elected by secret written ballot from among those nominated in accordance with Section 3 of this Article and shall take office immediately upon the conclusion of the election. Each retiring officer shall turn over to his successor in office all properties and records relating to that office prior to the regularly scheduled May meeting of the Board of Directors.

SECTION 3. Nominations: No person may be a candidate in a Club election who is not in good standing and who has not been nominated. During the month of November, 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 members and alternates of their selection. The Board shall name a chairman of the committee meeting which shall be held on or before January 21.

- A. The committee shall nominate one candidate for each office, and four candidates for the four other positions on the Board. After securing the consent of each person so nominated, the committee shall immediately report their nominations in writing to the Recording Secretary, in addition a standardized written biography of each nominee shall accompany the report. This standardized biographical form will be approved by the Board of Directors. The Recording Secretary shall mail the list of candidates with their biography data to each member of the Club on or before January 28.
- B. Additional nominations of eligible members for a specific office may be made in writing, by registered or certified mail addressed to the Recording Secretary and received at his regular address on or before February 21. This nomination must be accompanied by a written acceptance signifying his willingness to be a candidate for a specific office or position. The standard biographical forms must also be included. 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 those members who have not accepted a nomination of the Nominating Committee.
- C. If no valid additional nominations are received by the Recording Secretary on or before February 21, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting by the appointed inspectors, upon the advice of the Recording Secretary. No balloting will be required.
- D. If one or more valid nominations are received by the Recording Secretary on or before February 21, he shall, on or before February 28, mail to each member in good standing a ballot listing of all of the nominees for each position in alphabetical order, together with a blank envelope marked "ballot" and addressed to the Recording Secretary. The return address shall be imprinted on the return envelope and shall be that of the person to whom the ballot was sent. So that the ballot may remain secret, each voter, after marking his ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope, which is addressed to the Recording Secretary. In order to be valid, said ballots must be received no later than April 1.

- E. Nominations cannot be made at the Annual Meeting or in any manner other than is provided above.

SECTION 4. Elections: At the Annual Meeting for the election of Officers and Directors, the vote, if required, shall be conducted in the following manner:

- A. Valid ballots shall be counted at the meeting by three inspectors of election present at the meeting who are members in good standing and who are neither members of the current Board nor candidates on the ballot. These inspectors shall be appointed by the President. The inspectors of election shall, prior to opening any envelopes, check the returned ballots against the list of members whose dues are paid for the current year and shall certify the eligibility of the voters. Ballots of ineligible voters shall be discarded unopened. Inspectors shall then open and discard all outer envelopes of remaining ballots and then open inner envelopes. Inspectors shall then tally ballots and certify results of the election.
- B. Nominations cannot be made at the Annual Meeting or in any manner other than as provided in Article IV, Section 3.
- C. If no valid additional nominations are received by the Recording Secretary on or before February 21, the nominating committee's slate shall be declared elected at the time of the Annual Meeting by the appointed inspectors upon the advice of the Recording Secretary. No Balloting will be required.

ARTICLE V

Committees

SECTION 1. The President may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, trophies, annual prizes, membership and other fields which may be well 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 in particular projects.

SECTION 2. Any committee appointed 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 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 the Club for a like period.

SECTION 2. Charges: Any member in good standing may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club or breed. Written charges with specifications must be filled in duplicate with the Recording Secretary together with a deposit of \$25.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board and the accused. The Board shall first consider whether the actions alleged in the charges, if proved, constitute conduct prejudicial to the best interest of the Club or 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 will 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 three weeks nor more than six weeks thereafter. Neither complainant nor defendant will sit on the Board in this determination or be counted in determination of a quorum. The Recording 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 be witness and counsel if he wishes.

SECTION 3. Board Hearing: The complainant and defendant shall have the right of counsel at all times. After hearing all the evidence and testimony presented by the complainant and the defendant, the Board may, by unanimous 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. If a majority of the Board deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Neither complainant nor defendant will sit on the Board in this determination of a quorum. 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 recommendations. The findings of the Board shall be put in written form before adjournment and filed with the Recording Secretary who shall notify each of the parties in writing of the Board's decision and penalty, if any, within one week of receipt of the Board's decision.

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 special or regular meeting of the Club to be held within sixty (60) days but not earlier

Revised 7/1988

Revised 7/1993

than thirty (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 the 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 wished. The meeting shall then vote by secret written ballot on the expulsion. If not so voted, the Board's suspension shall stand.

ARTICLE VII

Amendments

SECTION 1. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Recording 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 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 may be amended at any time provided a copy of the proposed amendment has been mailed to the Recording Secretary to each member in good standing on the date of the mailing, accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The notice shall specify the ballots must be returned to the Recording Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit specified on the ballot shall be required to effect any such amendment.

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 involuntary 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 members of the Club. 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 of Call
Minutes of the last Club meeting
Report of the President
Report of Secretaries
Report of Treasurer
Report of Committees
Election of Officers and Directors (at Annual Meeting)
Unfinished Business
New Business
Adjournment

SECTION 2. At meetings of the Board, the order of business, unless otherwise directed by majority of vote of those present, shall be as follows:

Reading of minutes of the last Board meeting
Reports of Secretaries
Report of Treasurer
Reports of Committees
Unfinished Business
New Business
Election of New Members
Adjournment

ARTICLE X

Parliamentary Authority

SECTION 1. The rules contained in Robert's Rules of Order shall govern the society in all cases to which they are applicable, and in which they are not inconsistent with the rules of order (or By-Laws) of this society.