



SOFT COATED WHEATEN TERRIER CLUB OF AMERICA, INC.

CONSTITUTION

ARTICLE I

Name and Objectives

- Section 1.** The name of the Club shall be the Soft Coated Wheaten Terrier Club of America, Inc. (hereafter called SCWTCA, Inc.).
- Section 2.** The objectives of the Club shall be to:
- a. encourage breeders to bring to perfection the natural qualities of the Soft Coated Wheaten Terrier as described in the SCWTCA, Inc. Breed Standard.
 - b. encourage the organization of independent local Soft Coated Wheaten Terrier Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club.
 - c. urge members and breeders to accept the Breed Standard as approved by the American Kennel Club as the only standard of excellence by which Soft Coated Wheaten Terriers shall be judged.
 - d. do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows and all other events held under the auspices of the American Kennel Club.
 - e. conduct sanctioned matches, specialty shows, obedience trials, and any other events for which the club is eligible under the rules and regulations of the American Kennel Club.
 - f. guard against the commercial exploitation of the Soft Coated Wheaten Terrier.
 - g. accept and abide by the Code of Ethics of the Soft Coated Wheaten Terrier Club of America, Inc.
 - h. support and promote all areas of health and research of the Soft Coated Wheaten Terrier.
- Section 3.** The Club shall not be conducted or operated for profit and no part of any profits 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 Bylaws as may be required to carry out these objectives.
- Section 5.** The use of the SCWTCA, Inc. emblem or name in any form of advertising by any member or group of members is prohibited, except by the Club itself, with the approval of the Board of Directors.

BYLAWS

ARTICLE I

Membership

Section 1. Eligibility. There shall be seven (7) types of memberships available.

Two memberships will enjoy all Club privileges including: the right to vote on Club matters and hold office, to serve on the Nominating Committee, to sponsor new members, and to be included on the Breeders List. These memberships will count in determining a quorum:

- **Individual** - one adult at one address paying dues, carrying one vote and eligible to hold office.
- **Dual** - two (2) adult members residing in the same household paying modified dues, each eligible to vote and hold office.

Five (5) memberships will enjoy all Club privileges EXCEPT: the right to vote on Club matters and hold office, to serve on the Nominating Committee, to sponsor new members and to be included on the Breeders List. (International members will retain their right of eligibility for inclusion on the Breeders List.) These memberships shall not count in determining a quorum.

- **Lifetime Individual** - members who have thirty (30) years of paid membership dues to SCWTCA, Inc. will have the option to no longer pay dues. Those exercising this option will relinquish the aforementioned Club privileges. (Right to vote on Club matters, hold office, serve on the Nominating Committee, sponsor new members and be included on the Breeders List.) Also, to retain non-paying status, all membership forms must be signed and returned to the Treasurer on or before February 15 and no later than March 1 annually.
Any member who chose Lifetime status prior to the Bylaws change in 2012, and who does not pay dues, will retain all Club privileges through grandfathering.
- **International** - open to all persons living outside of the United States paying dues. As per AKC policy, International members cannot vote or hold office and shall not count in the determination of a quorum.
- **Honorary** - awarded to persons for extraordinary service to SCWTCA, Inc. by two-thirds (2/3) vote of the Board. Honorary members will not be required to pay dues and are not eligible to vote or hold office. Prospective members shall be in good standing with the American Kennel Club and subscribe to the Constitution, Bylaws and Code of Ethics of SCWTCA, Inc.
- **Associate** - individuals eighteen (18) years or older who may not yet qualify for individual membership, but support the mission of SCWTCA, Inc. One voting member recommendation is required for application.
- **Junior** - individuals under eighteen (18) years of age who own, co-own, have owned, or whose immediate family owns, co-owns, or has owned a SCWT and support the mission of SCWTCA, Inc.

Section 2. Dues. Dues shall be set by the Board not to exceed in any one year \$60 for an individual membership and \$80 for a dual membership. Dues shall be set by the Board for Associate or Junior membership at \$25 and not to exceed \$40 in any one year. No later than January 7, the Treasurer shall send to each member a dues statement for the ensuing

year, which shall be payable on or before February 15. If dues are not paid by March 1, members will be dropped for non-payment. No member shall vote whose dues are not paid for the current year.

Section 3. Election to Membership. Each applicant for membership shall apply on a form approved by the Board of Directors, which shall provide that the applicant agrees to abide by the Constitution, Bylaws, and Code of Ethics of SCWTCA, Inc., and the rules and regulations of the American Kennel Club. Individual, Dual, and International applications shall carry the endorsement of two members in good standing, not residing in the same household and not members of the same immediate family of each other or of the applicant. Associate and Junior applications shall have the endorsement of one (1) member in good standing, not residing in the same household and not a member of the same immediate family of the applicant. No more than one member of the Board of Directors may endorse any application for membership. Accompanying the application must be a letter of recommendation from each endorser. Upon acceptance, new members will be billed for dues. If a new member's dues are not received within sixty (60) days from notification of acceptance, acceptance shall become void. Applicants elected to membership after October 1st shall not have to pay additional dues for the following fiscal year. Applicants may be elected by secret ballot of two-thirds (2/3) of the voting Board members at a meeting of the Board of Directors or by two-thirds (2/3) of those voting Directors responding to a mail ballot for the applicant. Sponsors of an unsuccessful applicant must notify the Board thirty (30) days in advance of the annual meeting if they wish to petition that the Club members present at the annual meeting reconsider the acceptance of the applicant. If a quorum is present, the Club may approve this applicant by secret ballot with a favorable vote of seventy-five (75) percent of the members present.

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 Recording 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 will be considered as lapsed and automatically terminated if such member's dues remain unpaid March 1; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid.
- c. by expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

Section 5. Members in Good Standing. "Members in good standing" is defined as those members who owe no billed debt, including dues for the current year, to the Club and are in good standing with the AKC.

ARTICLE II Meetings

Section 1. Annual Meeting. The Annual Meeting of the Club shall be held in the month of October in conjunction with the Club's 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 first-class by the Corresponding Secretary to each member at least thirty (30) days prior to the date of the meeting. To add items to the Annual Meeting Agenda, ten (10) members

must sign the request and submit it to the Board President thirty (30) days in advance of the meeting. The Annual Meeting Agenda will be posted on the SCWTCA, Inc. website fourteen (14) days in advance of the Annual Meeting. Agenda items can be added from the floor at the Annual Meeting at the discretion of the Board President under "New Business." Motions presented at the Annual Meeting, which should be voted on by the entire membership, will be sent to the membership for vote following the Annual Meeting. Motions that require Board approval would be added to the Board's agenda for its October meeting. The quorum for the Annual Meeting shall be twenty (20) 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 Recording Secretary upon receipt of a petition signed by twenty (20) 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 first-class by the Corresponding Secretary at least fourteen (14) days and not more than thirty (30) 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 a meeting shall be twenty (20) percent of the members in good standing.
- Section 3. Board Meetings.** The first meeting of the Board of Directors shall be held immediately following the Annual Meeting and/or election. The Board of Directors shall meet a minimum of three (3) times per year, at locations and times as designated by the President or by a majority vote of the entire Board. Special meetings of the Board of Directors shall be held at such times and places as are designated by a majority vote of the entire Board of Directors. Written notice of meetings of the Board of Directors shall be mailed first-class by the Corresponding Secretary to each member of the Board at least fourteen (14) days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board. All regular business of the Board is to be conducted at regular meetings of the Board. Members are invited to submit issues to the Board in writing thirty (30) days in advance of a meeting and may ask to be invited to address the Board on their issue. Only urgent matters of the Board that require immediate action are to be conducted by mail. A quorum for a mail vote of the Board shall be a majority of the entire Board members voting.
- Section 4. Board Reports.** Reports and actions of all Board meetings are to be mailed to the general membership.
- Section 5. Conduct of Business.** In addition to the three (3) meetings specified in the SCWTCA Bylaws, the Board of Directors may conduct its business by mail, facsimile transmission, and other electronic processes such as videoconferencing or text messaging or by telephone conference call by the President. The Recording Secretary shall attest to the results of balloting by the conference call. In the event that the Recording Secretary is unavailable, the President shall appoint an acting secretary for the conference call. As a condition precedent to the conduct of business through electronic process, the Board shall adopt procedures which shall be set forth in the Policy and Procedures Manual, to ensure the following with respect to the conduct of such business:
- a. that every Board member shall be enabled to participate in the electronic conduct of such business;
 - b. that the identity of the participants is verified to determine that the participant is a Board member eligible to participate in such electronic conduct of such business;

- c. that the Board members verified to be eligible to participate in the electronic conduct of such business are receiving all data and information that is disseminated through the electronic process; and
- d. that all Board members have agreed to the conduct of such business through electronic process.

ARTICLE III

Directors, Officers and AKC Delegate

- Section 1. Board of Directors.** The Board shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and four (4) Directors, all of whom shall be members in good standing who are residents of the United States. The Officers and Directors shall consist of two (2) classes elected for two-year terms in alternate years at the Club meeting as provided in Article IV and shall serve until their successors are elected. No Officer or Board Member shall be eligible to serve more than three (3) consecutive terms. The Classes will be the President's Class consisting of the President, Corresponding Secretary, Treasurer, and two (2) Directors; and the Vice President's Class consisting of the Vice President, Recording Secretary, and two (2) Directors. 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, Recording Secretary, Corresponding 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 at all meetings of the Club and of the Board and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these Bylaws. The President will serve as a non-voting, ex-officio member of all committees except the Nominating Committee.
 - b. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. The Vice President is responsible for Policy and Procedures Manual updates.
 - c. The Recording Secretary shall keep a record of the following:
 1. a written summary of all meetings and votes of the Club and of the Board and shall report the summary of the membership votes and individual votes of members of the Board of Directors in *Wavelengths*;
 2. committee reports;
 3. official membership roll and current addresses; and
 4. special and standing rules.
- The Recording Secretary shall:
1. notify Officers and Committee Members of appointment and furnish committees with any documents necessary for the performance of duties;
 2. sign all certified acts of the Club;
 3. receive all votes and ballots except those of the Annual Election of Officers and Directors, proposed Amendments to the Constitution and Bylaws and proposed changes to the Breed Standard and Code of Ethics;
 4. receive any additional nominations and any resignations; and

5. publish reports, actions and minutes of all Board meetings in an electronic form to the general membership or mail such documents upon special request.
- d. The Corresponding Secretary shall:
1. have charge of all general correspondence of the Club, i.e., correspondence which is not the function of other offices or committee chairmen;
 2. receive the slate of Officers and Board Members from the Nominating Committee Chairman and so notify the General Membership;
 3. send all ballots;
 4. send written notice of all meetings; and
 5. handle all correspondence concerning charges against a member.
- e. The Treasurer shall:
1. collect and receive all monies due or belonging to the Club;
 2. deposit the same in a bank approved by the Board, in the name of the Club;
 3. make all books at all times open to inspection by the Board;
 4. report at every meeting the condition of the Club's finances and every item of receipt or payment, not before reported;
 5. at the Annual Meeting, render an account of all monies received and expended during the previous fiscal year; and
 6. be bonded in such amount as the Board of Directors shall determine.

Section 3. Vacancies. Any vacancies occurring on the Board 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 shall be filled automatically by the Vice President, and the resulting vacancy in the office of the Vice President shall be filled by the Board.

Section 4. AKC Delegate. The AKC Delegate shall be appointed by the Board each October to a one-year term with no restriction as to the number of consecutive terms which may be served. The AKC Delegate:

1. represents the SCWTCA Board of Directors on issues that the Board wishes to present to the AKC,
2. serves as Board liaison to the AKC,
3. attends Delegates' Meetings and Forums four times a year,
4. presents issues to the SCWTCA Board that will require their direction and then votes accordingly,
5. reports to the SCWTCA Board on pertinent information and on AKC Meetings on a timely basis, and
6. prepares an annual report and other periodic reports for the membership.

ARTICLE IV

The Club Year, Voting, Nominations, Elections

Section 1. Club Year. The Club's fiscal year shall begin on the first day of January and end on the thirty-first day 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

of the next Annual Meeting. The elected Officers and Directors shall take office immediately upon the conclusion of the Annual Meeting and each retiring Officer shall turn over to his successor in office all properties and records relating to that office at that time or within 30 days if not present at that meeting.

Section 2. Voting. At the Annual Meeting or at a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of Officers and Directors, Amendments to the Constitution and Bylaws, the Breed Standard and the Code of Ethics which shall be decided by written ballot cast by mail and returned to an independent expert for tabulation. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision by written ballot of the members cast by mail.

A member, to be eligible to attend and/or vote at any Club meeting, or to participate in any mail vote, must have paid dues and be in good standing ten (10) days prior to the mailing of a meeting notice or of the mailing of a mail vote.

Whenever a mail vote is required, such mail vote shall be given in writing by depositing the same in the United States mail, addressed to all members in good standing, at such address as appears in the official membership roll of the Club, and such notice shall be deemed to have been given at the time when the same was then mailed.

Section 3. Annual Election. At the Annual Meeting, the results of the ballot for the election of Officers and Directors shall be announced. See Section 4(d) for procedure for an election. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the meeting, 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 3. In case of a tie, a run-off election, following the same procedure, must be held.

Section 4. Nomination and Ballots. No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. A Nominating Committee shall be chosen by the Board of Directors before June 1. The committee shall consist of five (5) members from different areas of the United States, and two (2) alternates, all members in good standing, no more than one (1) of whom may be a member of the current Board. Each member of the Board will submit seven (7) names to the Recording Secretary. The Recording Secretary will compile a list of these names and submit the entire list to the Board for voting. The person with the most votes will be the Chairman, five (5) with the highest number of votes, the committee; and the two (2) with the next highest, alternates. The Nominating Committee may conduct its business by mail or by any other means it deems convenient.

- a. The Nominating Committee shall nominate from among the eligible members of the Club, one (1) candidate for each office and one (1) candidate for each of the four (4) other positions on the Board, and shall procure, in writing, and send to the Corresponding Secretary, prior to June 15, the name and written acceptance of each nominee so chosen. The Nominating Committee should, where possible, consider geographical representation of the membership in the selection of the Board nominees. The Board will dictate policy to ensure such consideration. The Corresponding Secretary shall, upon receipt of written confirmation of all nominees, mail the list of candidates, including their full name and the name of the state in which each resides, to each member of the Club on or before July 1, so that additional nominations may be made to the Recording Secretary by the members if they so desire.

- b. Additional nomination of eligible members may be made by written petition addressed to the Recording Secretary and received at the Recording Secretary's address on or before August 1, signed by five (5) members and accompanied by the written acceptance of each additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one (1) position and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination from the Nominating Committee.
- c. If no valid additional nominations are received by the Recording Secretary on or before August 1, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting and no balloting will be required.
- d. If one or more valid additional nominations are received by the Recording Secretary on or before August 1, the Corresponding Secretary shall, on or before August 15, mail to each member in good standing, a ballot listing, in alphabetical order, all of the nominees for each position with the names of the states in which they reside, together with a return envelope marked "ballot" and bearing the name and return address of the member to whom it was sent. This envelope shall be pre-addressed to an independent expert, selected by the Recording Secretary, with Board approval. The ballot shall specify a date not less than thirty (30) days after the date of mailing by which all ballots must be returned to the independent expert. The Recording Secretary shall provide the independent expert with a list of members eligible to vote (See Article IV, Section 2), against which the independent expert shall check the return addresses on the ballot envelopes and shall certify the eligibility of the voters as well as the results of the voting. This expert shall send, by certified mail, the results of the election to both the President and to the Recording Secretary in time to be announced at the Annual Meeting, or in the case of amendments to the Constitution and Bylaws, Code of Ethics or the Breed Standard, in time to be announced at the next Board Meeting and by mail to the Membership as a part of the Annual or Board Meeting Minutes. The deadline for receiving ballots shall be determined by requirements set forth by the person/firm tabulating the votes.
- e. Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

ARTICLE V Committees

Section 1. The following shall be designated as standing committees: Health; Judges Education; Membership; National Specialties; Rescue; and Yearbook.

The Board may each year appoint additional committees to advance the work of the Club in such matters as dog 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 and will function until dismissed by the Board.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; the Board may appoint successors to those persons whose service has been terminated.

ARTICLE VI Discipline

- Section 1. American Kennel Club Suspension.** Any member who is suspended from all privileges of the American Kennel Club automatically shall be suspended from all 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 interests of the Club or breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of ten dollars (\$10.00) which shall be forfeited if such charges are not sustained by the Board or Committee following a hearing. The Corresponding 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 interest of the Club or the breed. If the Board considers that the charges do not allege conduct which might be prejudicial to the best interests of the Club or of 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 weeks nor more than six 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 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, reprimand or suspend the defendant from all privileges of the Club for no 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 is 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 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 Corresponding Secretary. The Corresponding 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 the 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 his own behalf. The members present shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) 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, Bylaws, Code of Ethics and to the Breed Standard 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 and must be submitted to the members with recommendations of the Board by the Corresponding Secretary for a vote within three (3) months of the date when the petition was received by the Recording Secretary.
- Section 2.** The Constitution, Bylaws, Code of Ethics and the Breed Standard may be amended at any time provided a copy of the proposed amendment has been mailed by the Corresponding Secretary to each member eligible to vote (See Article I, Section 5 and Article IV, Section 2), accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The notice shall specify a date not less than thirty (30) days after the date of mailing by which date the ballots must be returned. Procedure shall follow that outlined in Article IV, Section 4(d), Nominations and Ballots. Ballots shall be received, counted and reported in the same manner as provided for elections. The favorable vote of two-thirds (2/3) of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.
- Section 3.** No amendment to the Constitution and Bylaws 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

- Section 1.** The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing. 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 asset of the Club shall be distributed to any members of the Club, but after payment of debts of the Club, its property and assets shall be given to a charitable organization selected by the Board of Directors for the benefit of dogs,.

ARTICLE IX Order of Business

- Section 1.** At the meeting 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 the President
- Report of the Recording Secretary
- Report of the Corresponding Secretary
- Report of the 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:

Roll Call
Minutes of the Last Meeting
Report of the President
Report of the Recording Secretary
Report of the Corresponding Secretary
Report of the Treasurer
Reports of Committees
Unfinished Business
Election of New Members
New Business
Adjournment

Section 3. All meetings of the Club shall follow the procedures contained in *Robert's Rules of Order* (latest edition) whenever it is not contrary to the provision of these Bylaws.

Incorporated revisions to this Constitution and Bylaws were approved by the membership on 9/24/2012, and by the American Kennel Club on 10/23/2012. Non-substantive corrections and clarifications were approved by the SCWTCA Board and incorporated on 3/30/2015.