



CONSTITUTION and BY-LAWS

OHIO RIVER VALLEY AIREDALE TERRIER CLUB

Revised by: Constitution, By-Laws and
Standing Rules Committee (Sue Stafford,
Kim McPeek, Judy Schulte, John Bell, Leith
Merkle) March 2011

CONSTITUTION

Article I Name and Objectives

Section 1 **NAME**

The name of the Club shall be the: Ohio River Valley Airedale Terrier Club.

Section 2 **OBJECTIVES**

The objectives of the Club shall be:

- a. To encourage and promote quality in the breeding of purebred Airedale 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 the Airedale Terrier 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, performance and fun events, and to support rescue activities.
- d. To conduct and participate in sanctioned and licensed specialty shows, performance and fun events 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 or residue from dues or donations to the Club shall be used 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 objectives.

BY-LAWS

Article I Membership

Section 1 Eligibility

There shall be one type of membership open to all persons eighteen years of age and older; who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. While membership is to be unrestricted as to residence, the Clubs primary purpose is to be representative of the owners, exhibitors and breeders in its immediate area.

Section 2 Dues

Membership dues shall be paid by April 1 of each year. No member may vote whose dues are not paid for the current 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 state that the applicant agrees to abide by the Constitution and By-Laws and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing. The prospective member shall submit dues for the current year with the application. All applications are to be filed with the Secretary, and information from the application will be e-mailed to the membership. At the next Club meeting the application will be voted on and affirmative votes of three-fourths of the members present and voting at that meeting shall be required to approve 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 may resign from the Club upon written notice to the Secretary.
- b. By lapsing. A membership will 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 in hardship cases.
- c. By expulsion. A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

BY-LAWS

Article II Meetings and Voting

Section 1 **Club Meetings**

Meetings of the Club shall be held four times per year at an hour and place designated by the Board of Directors. All meetings of the Club and the Board of Directors will be held in Ohio. Notice of Club meetings and the preceding Board of Director's meeting shall be e-mailed by the Secretary 30 days prior to the date of the meeting. A quorum shall be 20 percent of the members.

Section 2 **Board Meetings**

Meetings of the Board of Directors shall be held four times a year, 30 minutes before the scheduled Club meeting. A quorum for the meeting shall be the majority of the Board.

Section 3 **Special Club Meetings**

Special Club meetings may be called by the President, by a majority of board members, and shall be called by the Secretary upon receipt of a petition signed by five members of the Club. Notice of the meeting and the purpose shall be e-mailed by the Secretary at least 10 days before the date of the meeting. A quorum shall be 20 percent of the members.

Section 4 **Special Board Meetings**

Special meetings of the Board may be called by the President, and shall be called by the Secretary upon receipt of a written request signed by at least three Board members. Notice of the meeting shall be e-mailed by the Secretary 5 to 10 days before the date of the meeting. A quorum shall be the majority of the Board.

Section 5 **Voting**

Each member shall be entitled to one vote at any meeting of the Club at which he is present. Proxy or e-mail voting may be considered or allowed under special circumstances, as determined by the Board.

BY-LAWS

Article III Directors and Officers

Section 1 **Board of Directors**

The Board shall be comprised of four officers, (President, Vice President, Secretary, and Treasurer) and five Directors. Officers shall be elected to two year terms at the annual meeting in April. Directors shall be elected to two-year terms at the annual meeting in alternate years.

Newly elected positions will be assumed immediately following each election. No person shall serve more than two consecutive terms (four years) in the same position. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2 **Officers**

The Club officers shall serve in their respective capacities at both Club Meetings and Board Meetings.

- a. The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally performed by 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 Presidents absence, incapacity, or death.
- c. The Secretary shall keep a record of all matters of the Club and of the Board and of all matters of which a record shall be ordered by the Club. He/She shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in these By-Laws.
- d. The Treasurer shall collect and receive all moneys due or belonging to the Club. He/She shall deposit the same in a bank designated by the Board, in the name of the Club. His/her books shall at all times be open to inspection by the Board and he/she shall present a financial report at each meeting, providing bank statements, total assets, and presenting every item of receipt or payment not before reported. All expenditures over \$500 shall require prior approval by the Board. An annual report will be presented at the Annual Meeting. The Treasurer shall be bonded in an amount as determined by the Board of Directors.

BY-LAWS

Article III

Directors and Officers (Continued)

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.

BY-LAWS

Article IV

The Club Year, Annual Meeting, Elections

Section 1 **Club Year**

The Clubs fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Clubs 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 April, at which Officers or Directors (depending on the year) 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 **Elections**

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The five nominated candidates for Director who receive the greatest number of votes shall be declared elected.

Section 4 **Nominations**

No person may be a candidate in a Club election who has not been nominated. During the month of January, the Board shall select a Nominating Committee consisting of three members: one member of the board and two club members. The Board shall name a Chairman for the Committee and it shall be the Chairman's duty to call a committee meeting which shall be held before the 1st of February.

- a. The Committee shall nominate one candidate for each office in the year of officer elections and five candidates for Director positions in the year of Director elections. The committee shall secure the consent of each person nominated and shall report their nominations in writing to the Secretary no later than March 15.
- b. Upon receipt of the Nominating Committee's report, and at least 10 days before the April meeting, the Secretary shall notify each member in writing of the candidates nominated.

BY-LAWS

Article IV

The Club Year, Annual Meeting, Elections

Section 4 Nominations (Continued)

- c. Additional nominations may be made at the April meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position.

BY-LAWS

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, hunting tests, field 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 appointee 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.

BY-LAWS

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 interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the 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 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. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club 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 three weeks not more than six weeks thereafter. The 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 the 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 reached a decision its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

BY-LAWS

Article VI Discipline (Continued)

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 proceeding may occur at regular or special meetings 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 finding 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 ballot on the proposed expulsion. A two-thirds 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.

BY-LAWS

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 Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board. The proposed changes, with Board recommendations, must be submitted to the membership for a vote within three months of the date when the petition was received by the Secretary.
- Section 2 The Constitution and By-Laws may be amended by a two-thirds 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.

BY-LAWS

Article VIII Dissolution

Section 1 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, after all debts are paid, remaining funds shall be given to a charitable organization for the benefit of Airedales. The selection of a charitable organization will be determined by the Board of Directors.