

**THE CONSTITUTION OF THE  
SOFT COATED WHEATEN TERRIER CLUB  
OF GREATER TAMPA BAY, INC.**

**ARTICLE I**

**NAME, PURPOSE AND OBJECTIVES**

Section 1. The name of the Club shall be Soft Coated Wheaten Terrier Club of Greater Tampa Bay, Inc.

Section 2. The purpose of the Club is to encourage and promote quality in breeding, ownership and welfare of Soft Coated Wheaten Terriers.

Section 3. The objectives of the Club shall be:

(a) To promote, educate and raise funds for Soft Coated Wheaten Terrier health and rescue projects.

(b) To re-home Soft Coated Wheaten Terriers requiring rescue.

(c) To encourage and promote quality in the breeding of Soft Coated Wheaten Terriers and to do all possible to bring their natural qualities to perfection.

(d) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club ("AKC") as the only standard of excellence by which Soft Coated Wheaten Terriers shall be judged.

(e) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials, agility trials, herding trials and other sporting events.

(f) To conduct sanctioned, licensed specialty dog shows, obedience trials, agility trials and other sporting events, under the rules of the AKC.

(g) To educate owners and potential owners about the Soft Coated Wheaten Terrier and to guard against commercial exploitation.

(h) To promote responsible ownership and mutual enjoyment of Soft Coated Wheaten Terriers through Club activities, meetings, and member breed related functions for the benefit of Club members.

Section 4. The Club shall not be conducted or operated for profit and no part of any profit, remainder or residue from dues or member donations or income to the Club shall inure to the benefit of any individual.

Section 5. 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.

## BYLAWS

### ARTICLE I

#### MEMBERSHIP

Section 1. **Eligibility.** There shall be three types of dues-paying memberships open to all persons 18 years of age or older who are in good standing with the AKC and who subscribe to the purpose of this Club. Two additional membership categories shall provide for (a) persons younger than 18 years of age and (b) Honorary Members. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the Soft Coated Wheaten Terrier fanciers in its immediate area. The following membership types are available:

(a) **Individual Membership.** Open to any person as described above and will entitle such member to one vote in Club affairs.

(b) **Joint Membership.** Open to any person as described above and one additional qualified person residing at the same address. Each such member included in a Joint Membership shall be entitled to one vote in Club affairs. For the avoidance of doubt, two individuals may elect to participate as Joint Members, and so long as they reside at the same address, each will be entitled to a vote, for an aggregate of two votes, and each shall be considered in the determination of a quorum. Only one copy of each Club mailing will be sent to the family.

(c) **Associate Membership.** Open to any person described above and will entitle such member to attend all of the Club's meetings and functions, receive the Club's newsletter, be eligible for any Club awards, and otherwise be a full participant in the Club with two exceptions: (1) this is a non-voting membership, and associate members will not be eligible to vote at any election for Club officers, nor will they be eligible to hold any elected office, or vote for any changes to the Club's governing documents, and (2) associate members shall not be eligible to be listed as a breeder in any of the Club's publications.

(d) **Junior Membership.** Available to a single individual under 18 years of age. This membership shall be non-voting and non-dues paying.

(e) **Honorary Membership.** An honorary membership may be awarded to any non-member who displays extraordinary service or contribution to the Club. The honorary membership will be provided all the entitlements of an Associate member. The name of a potential Honorary Member will be submitted to the Board of Directors. The person(s) will be awarded membership based on the Board's vote. Annual dues will not be requested from members under this classification.

Section 2. **Dues.** Dues shall be set by the Board annually. The Membership Chairperson shall send to each member a statement of his/her dues for the upcoming calendar year. Dues shall be payable on or before the first day of February of each year, and Memberships shall be considered lapsed if not paid by February 28<sup>th</sup>. Notwithstanding the

foregoing, dues accepted from a new member (in any of the classifications above) on or after October 1 of any year shall cover such member dues for the following 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 the Constitution and Bylaws (collectively, "Bylaws"), Code of Ethics and the rules of the AKC and of this Club. The application shall at a minimum state the name, address and occupation of the applicant and it shall carry the endorsement of one member in good standing if the application is for an Individual or Joint Membership.

Applications for membership shall be available on the Club website. Completed applications shall be sent to the Membership Chairperson. Once per month the Membership Chairperson shall furnish copies of the applications to members of the Board. Board members shall have 5 days to object to any application. If no written objection is received by the Chairperson within 5 days, the names of the applicant(s) and the type of membership they are applying for shall be posted on the Club website with a notice providing all voting members with the opportunity to object in writing within 15 days of the posting. If no objections are received the Membership Chairperson shall welcome the applicant and send a dues statement. Upon receipt of applicable, dues the applicant shall be a member in the category for which they applied.

If any person on the Board objects, the name of the applicant shall not be posted on the website; instead the application shall be placed on the Board agenda as new business. The applicant shall be furnished a copy of the objection and be provided an opportunity to appear before the Board, or to submit a written response. The Board shall vote on whether or not to publish the name of the applicant. In the event a voting member objects to an applicant that the Board has published, the applicant will be furnished a copy of the objection and the Club will vote on the application at its next scheduled meeting. Voting will be done by a show of hands. Affirmative votes of two-thirds (2/3) of the voting members present shall be required to accept the applicant.

Applicants for membership who have been rejected by the Club may not reapply until six months after such rejection.

**Section 4. Termination of Membership.** Memberships may be terminated:

(a) **By Resignation.** Only members in good standing may resign from the Club upon written notice to the Corresponding Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.

(b) **By Lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year; however, the Board of Directors may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

(c) **By Expulsion.** A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

## ARTICLE II

### MEETINGS AND VOTING

Section 1. **Meetings of the Members.** Meetings of the Members shall be held at least three times per year at such hour and place as may be designated by the Board of Directors. All meetings shall be held within the State of Florida and at least two shall be held within the greater Tampa Bay area. Each meeting shall be noticed at least 10 days prior to the meeting, and a quorum for each such meeting shall be 20 percent of the voting members currently living in Florida who are in good standing.

Section 2. **Special Meetings of the Members.** Special meetings of the Members 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 within the greater Tampa Bay area, at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Notice of Special Meetings shall be given at least 5 days prior to such meeting. Any such notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the voting members currently living in Florida who are in good standing.

Section 3. **Board Meetings.** Meetings of the Board of Directors shall be held no less than 4 times a year, at such date, hour and place, as may be designated by the Board. All meetings shall be held within the State of Florida, and at least 3 Board meetings shall be within the greater Tampa Bay area. Notice of each meeting shall be given at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. In determining a quorum for Board meetings, Members participating by telephone, Skype or any electronic method whereby they can speak to and be heard by the other Board members who are physically present shall be counted as present.

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 at such place, date and hour as may be designated by the person authorized herein to call such a meeting. Notice of Special Board meetings shall be given at least 5 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted there at. A quorum for special meetings shall be a majority of the Board.

Section 5. **Voting.** Each Individual member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he or she is present. Proxy voting will not be permitted at any Club meeting or with respect to any election.

Each Individual member in good standing whose dues are paid for the current year shall be entitled to one vote on any issue presented to the membership for consideration. Voting may take place at regular or special Club Meetings, or special issues may be sent electronically to all Club members in good standing. Proxy voting will not be permitted. Each individual (up to two) included within a Joint Membership shall be designated as a "Joint Member," and each shall be entitled to one vote on any matter coming before the membership of the Club, so that a Joint Membership may in fact carry two votes in accordance Article I, Section 1(b) above.

A. Electronic Voting will be at the direction of the Board. A two-thirds majority of the Board of Directors may present issues such as changes to the Club's constitution or Code of Ethics, and other matters that affect the entire membership.

B. The Corresponding Secretary will make ballots available to all Individual or Joint Members in good standing.

C. Ballots will be considered valid votes if returned to the Corresponding Secretary before the deadline date noted on the ballot.

D. Ballots must be signed by the member voting. Electronic signatures shall be permitted.

E. The Corresponding Secretary shall tabulate all votes and report election results.

F. Issues and other questions voted upon by Members will pass if the issue receives a simple majority of affirmative votes of the ballots returned. An exception is that amendments to the Bylaws require a two-thirds (2/3) majority of those voting to pass.

G. In order to conduct Club business in a timely and efficient manner, the Board of Directors may vote on any issue via email. The Board of Directors will designate any appropriate time limit for voting on Board issues should it be appropriate.

**Section 6. Notice and Balloting.** When notice is required in this Article, it shall be sufficient if the Notice is posted on the home page of the Club Website. Notice regarding Board meetings shall also require e-mail to each Board member who provides the corresponding secretary with an e-mail address. Voting may be accomplished using any combination of U.S. mail, e-mail, fax, web response provided every voting member is sent notice of the election using one of the contact methods they have provided to the Corresponding Secretary. The Board of Directors shall determine the preferred method of balloting for items placed before the Club.

### **ARTICLE III**

#### **DIRECTORS AND OFFICERS**

**Section 1. Board of Directors.** The Board shall be comprised of the five Officers designated below and four Directors, all of whom shall be members in good standing. The Officers and Directors shall consist of two (2) classes, each member of which shall be elected for two-year terms in alternate years at the Club's annual meeting as provided in Article IV and shall

serve until their respective successors are elected and qualified. The classes will be comprised of (i) the President's Class, consisting of five members: the President, Recording Secretary, Treasurer and two (2) Directors, and (ii) the Vice President's Class, consisting of four members: the Vice President, Corresponding Secretary and two (2) Directors. This Section 1 shall be implemented at the first Annual Meeting of the Members following the adoption of these revised Bylaws, and Rules governing its implementation shall be set by the Board prior to the notice of such meeting.

A. General management of the Club's affairs shall be entrusted to its Board of Directors, which shall direct its Officers in the day-to-day administration of their respective duties designated below.

B. The immediate past President of the Club shall serve as an Advisory Member of the Board for one year following the end of his or her term and shall be invited to attend all meetings of the Board. The past President shall not have a vote on any matter to come before the Board while serving as an Advisory Member but shall be invited to actively participate in Board meetings.

C. If the Board does not have a member who devotes a substantial amount of his or her time to the Club's rescue efforts, the Board may designate one additional Advisory Member from among the members who devote a substantial amount of his or her time to the Club's rescue efforts. Such Advisory Member shall be invited to attend all meetings of the Board; however, he or she shall not have a vote on any matter to come before the Board.

**Section 2. Officers.** The Club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer will serve in their respective capacities both with regard to the Club and its meetings, and the Board and its meetings. Officers shall be elected for two-year terms beginning April 1<sup>st</sup> following an election by the membership as directed in Article IV, Section 2 of these Bylaws. All Club correspondence and records shall be turned over to the newly elected Officers at that time. Officers shall not be eligible for election to the same office for more than two (2) consecutive terms. Officers are eligible for election to offices they have previously held only if he/she has not held the same office for at least six months. Club members in the same family or Club members residing in the same household may not serve on the Board of Directors and as a Club officer at the same time.

A. The President shall preside at all meetings of the Club and of the Board, and shall have duties and powers normally appurtenant to the office of President in addition to those particularly specified in the Bylaws.

B. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence, incapacity or resignation.

C. The Recording Secretary shall keep a record of all meetings of the Club and of the Board and all matters of which, a record shall be ordered by the Club.

D. The Corresponding Secretary shall have charge of the correspondence, notify members of the meetings, notify new members of their election to membership, notify

officers and directors of their election to office, keep a roll of the members of the Club with their contact information and carry out such other duties as are prescribed in these Bylaws.

E. The Treasurer shall collect and receive all monies 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 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; and at the annual meeting he/she shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall 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 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 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. When a Club Member is selected to fill such a vacancy by the Board, the term shall not be counted as one of the two consecutive terms for a particular office.

## ARTICLE IV

### THE CLUB'S YEAR, ANNUAL MEETING, ELECTION

Section 1. **The Club Year.** The Club's fiscal year shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup>.

Section 2. **Annual Meeting.** The Annual Meeting will be held in the first quarter of the year.

If the Board has not sent the nominations for Officers and Directors to the Club Members as a special ballot, a secret, written ballot to elect Officers and Directors for the ensuing year shall be conducted at the Annual Meeting. Nominees include only those nominated in accordance with Section 4 of this Article. They shall take office on the following April 1<sup>st</sup> and each retiring Officer shall turn over to his or her successor in office all properties and records relating to that office on or before April 1<sup>st</sup>.

Section 3. **Elections.** The nominated candidates receiving the greatest number of votes for each office shall be declared elected. The two nominated candidates for the director positions on the Board who received the greatest number of votes for such positions shall be declared elected.

Section 4. **Nominations.** No person shall be a candidate in a Club election unless nominated by a voting member. The Board of Directors shall appoint a member of the Board to serve as the Nominating Committee Chairperson. The Chairperson shall appoint two other voting Club Members who are not members of the Board to serve on the nominating committee. The nominating committee shall select eligible candidates for each position that is expiring and shall verify that the person selected is willing to serve if elected. The slate of candidates shall be forwarded to the Corresponding Secretary by the Chairperson no later than November 15<sup>th</sup> of

each year. The Corresponding Secretary shall publish the names of the candidates on the Club website. If any voting member wishes to nominate another eligible member for any position they shall notify the Corresponding Secretary no later than December 30<sup>th</sup> and the Corresponding Secretary will verify that the member nominated desires to be a candidate and if so shall post a notice on the Club website and prepare the secret ballots for the annual meeting. Nominations cannot be made in any manner other than as provided in this section.

## ARTICLE V

### COMMITTEES

Section 1. The Board may, each year, appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, agility trials, rally, 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.

Section 3. The Rescue Committee shall be a permanent Standing Committee, and shall operate as any other standing committee. Rescue procedures shall be listed in the Club's Standing Rules. Changes in Rescue procedures may be changed with the approval of the Board of Directors.

## ARTICLE VI

### DISCIPLINE

Section 1. **American Kennel Club Suspension.** Any member who is suspended from the privileges of the AKC shall be suspended from the privileges of this Club for a like period.

Section 2. **Charges.** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specification must be filed in duplicate with the Recording Secretary together with a deposit of \$10.00, which shall be forfeited, if such charges are not sustained by the Board following a hearing. The 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. 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 3 week not more than 6 weeks thereafter. 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 the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

Section 3. **Board Hearing.** The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by the 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 or her fellow-members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put into written form and filed with the Recording Secretary. The Recording Secretary, in turn shall notify each of the parties of the Board's decision and penalty, if any.

Section 4: **Expulsion.** Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the board's findings and recommendations, and shall invite the defendant, if present, to speak in his or her behalf if he or she wishes. The member shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

## ARTICLE VII

### AMENDMENTS

Section 1. **Method of Proposal.** Amendments to the Bylaws may be proposed by the Board of Directors or by written petition addressed to the Board in care of the Corresponding Secretary signed by 20 percent of the voting membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the voting members with recommendations of the Board by the Corresponding Secretary for a vote within three months of the date on which the petition was received by the Corresponding Secretary.

Section 2. **Adoption.** The Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular or special meeting called for this purpose, provided that, the proposed amendments have been included in the notice of the meeting and mailed or available electronically to each member at least two weeks prior to the date of the meeting. If voting on Bylaws changes electronically, copies of the proposed changes must be furnished with the ballot. A two-thirds (2/3) majority of the members voting is still required to pass an amendment.

Section 3. **Approval by the AKC.** Should the Club seek to become a licensed affiliate or member club of the AKC, the Bylaws in effect at the time of the submission of an application must be submitted to the AKC for review and approval in accordance with rules effective at the time of such submission.

## **ARTICLE VIII**

### **STANDING RULES**

Section 1. **Standing Rules.** The Club will maintain a document of “Standing Rules,” which will provide procedures to follow in conducting Club business that are not covered by the Bylaws. Standing Rules are procedures that provide guidance in how to conduct Club business, but are not necessarily permanent procedures. The Board of Directors may change Standing Rules with any majority vote. Standing Rules shall be published and available to members on the Club website. In addition to the foregoing, the Club shall adhere to the rules and regulations promulgated by the Soft Coated Wheaten Terrier Club of America, as the same may be amended, modified or supplemented from time to time.

## **ARTICLE IX**

### **DISSOLUTION**

Section 1. **Dissolution.** The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) 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 the 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 but after payment of the debts of the Club, its property and its assets must be distributed for a tax-exempt purpose selected by the Board of Directors. If the Club is dissolved, any remaining Rescue Funds will be donated to a charitable organization selected by the Board of Directors that is a Section 501(c)(3) organization under the Internal Revenue Code and is established for the benefit of Soft Coated Wheaten Terriers.

## **ARTICLE X**

### **ORDER OF BUSINESS**

Section 1. At meetings of the Members 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 the last meeting
- Report of the President
- 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 of Directors, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Minutes of last meeting  
Report of Secretary  
Report of Treasurer  
Reports of Committees  
Unfinished business  
New business  
Adjournment

## **ARTICLE XI**

### **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 any other special rules of order the Club may adopt.

PASSED BY THE MEMBERSHIP AND ADOPTED: October 29, 2016

PRESIDENT: \_\_\_\_\_  
Ann McCormick

RECORDING SECRETARY: \_\_\_\_\_  
Ann Phillips

*Amending the previous Bylaws dated February 19, 2011*

---