CONSTITUTION

Name and Objectives

SECTION l. The name of the Club shall be the Welsh Terrier Club of America, Incorporated. The club shall, in part, be governed by the non-profit laws of New York in which it is incorporated.

SECTION 2. The objects of the Club shall be:

(a) To encourage and promote quality in the breeding of pure-bred Welsh Terriers and to do all possible to bring their natural working 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 Welsh Terriers shall be judged;
(c) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows and any other event for which the club is eligible under the rules and regulations of The American Kennel Club.
(d) To conduct sanctioned matches, specialty shows, and any other event for which the club is eligible under the rules and regulations of The American Kennel Club;
(e) To encourage the organization of independent local Welsh Terrier Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club.

SECTION 3, The Club shall not be conducted or operated for profit and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

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. Types of membership.

Full membership shall be 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.

(a) *Regular (Individual)* – enjoys all club privileges including the right to vote and hold office.

(b) *Household* – two (2) adult members residing in the same household, each eligible to vote and hold office.

(c) *Foreign* –those individuals who are not U.S. residents (or its territories and possessions)shall be entitled to all club privileges except voting and office holding. Any foreign member who has had voting privileges prior to the amended bylaws being ratified will continue to have these privileges.

(d) Junior memberships shall be open to youth under 18 years of age. Junior members shall be eligible for all Club privileges including the Annual Awards, but are not allowed to vote or to hold office. Junior membership may automatically convert to regular membership at the age of 18.

(e) Lifetime membership is a meritorious award bestowed by the Board of Directors only on a Full Member who has been proven dedicated to the breeding of high quality Welsh Terriers, advancing the purposes of the Welsh Terrier Club of America, and doing so with sportsmanship and integrity, but only after 25 or more years of continuous membership. Lifetime Members will not pay dues, but will have equal voting and award privileges and all other rights consistent with full membership. Lifetime Membership is considered periodically and not on a regular or an annual basis. A member may be nominated only after meeting all qualifications.

(f) Associate/Outreach Membership(AOM). Shall be open to all persons eighteen years of age and older who are in good standing with the American Kennel Club, who subscribe to the purposes of this club and are interested in Welsh Terriers. The AOM would like to become involved in the club, would have electronic access to the newsletter and access to the members-only section on the website. An AOM will be able to attend all general meetings and events such as banquets, seminars, etc. The AOM may purchase an electronic copy of the Welsh Terrier Club of America Yearbook. The AOM will *not* have voting privileges or be eligible to hold any office or Board seat or qualify for awards that are eligible to full members. An AOM may apply for full membership at any time but must meet the full membership requirements.

SECTION 2. Dues. Dues shall be set by the Board of Directors at their annual meeting and shall not exceed a maximum of $100.00 per year. Dues are payable on or before the first (1st) day of January each year. New members accepted after September 30 will be

considered paid through the following year. No member may vote whose dues are not paid for the current year. Junior membership dues shall also be set by the Board at their annual meeting and shall not exceed one-half (½) of the full membership assessment for that year. During the month of November, 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 as approved by the Board and which shall provide that the applicant agrees to abide by these Constitution and By-Laws and the rules and regulations of The American Kennel Club and AKC's Code of Sportsmanship. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of two member sponsors. These two sponsors must be Club members in good standing of at least one year duration and must be from two separate households. Accompanying the application, the applicant shall submit dues payment for the current year, and a one-time application fee. Applicants may be elected by any meeting of the board or by written vote of the board by mail or email. Affirmative secret votes of 2/3 of the board members present at a meeting of the board, or of 2/3 of the entire board voting by mail or email, shall be required to elect an applicant. Board members shall be instructed to return their ballot accepting or declining a membership application within 15 days of the date the ballot was received. All applications for membership shall be filed with the Recording Secretary. Without delay, the Corresponding Secretary shall notify an applicant approved for membership in writing.

SECTION 4. Termination of membership. Memberships may be terminated:

(a) By resignation. Any member in good standing may resign from the Club upon written notice to the Secretary, but no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation. Dues 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 90 days after the first day of the fiscal year. However, the Board 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 By-Laws.

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. The Recording Secretary shall mail or otherwise distribute written notice of the Annual Meeting to each member at least 30 days prior to the date of the meeting. The quorum for the Annual Meeting shall be 10% of the

members in good standing. Non-voting members do not count toward the determination of a quorum.

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 or email; and shall be called by the Corresponding Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such meeting shall be held at such place, method, date, and hour as may be designated by the Board or persons authorized herein to call such meetings. The Corresponding Secretary shall mail/email written notice of such a meeting at least 14 days and no more than 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 10% of the members in good standing. Non-voting members do not count toward the determination of a quorum.

SECTION 3. Board meetings. The first meeting of the Board shall be held within 48 hours following the Annual Meeting and election at a time and place designated by the President. Other meetings of the Board shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Notice of each other meeting shall be sent by the Corresponding Secretary to each Officer and Member of the Board at least 14 days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board. Meetings of the Board are defined as gatherings where attendees see and/or hear each other. This includes meeting (in person) "physically" in the same room or conducting a meeting by video conference or teleconference or any other method agreed to by the Board. Non-voting members do not count toward the determination of a quorum.

SECTION 4. Board business (Voting). The Board may conduct its business through mail, telephone conference, video conference, email or any other method agreed to by the Board, provided it does not conflict with any other provisions of these by-laws. The chairperson shall identify each participant when using telephone conference calls. In order to conduct business by email, every Board member will be provided with the means to participate; all Board members must agree to participate in the manner provided; all Board members will provide an email address in which to conduct business and will have an electronic signature; the Secretary will ensure that the issue to be voted on by email has been received and responded to by all Board members, in other words that the Board members are "listening". Items voted on by telephone conference, video conference, email or any other method agreed to by the Board must be confirmed in writing by the Recording Secretary within seven days.

ARTICLE III
Officers and Board of Directors

SECTION 1. The Board of Directors. The Board shall consist of five Officers comprised of the President, Vice-President, Recording Secretary, Corresponding

Secretary and Treasurer. Four other persons shall be directors of the board. This group of nine, all members in good standing and residents of the United States, shall hereinafter be referred to as "the board." All of these persons shall have been members in good standing for the preceding two years. Officers shall be elected each for no more than four successive one-year terms in any office at the club's annual meeting as provided in Article IV except for the Recordin**g** Secretary who may serve in the same office as long as determined necessary by the club membership and except that an officer may become President and be eligible to serve four successive one-year terms in that office. Each officer shall serve until his or her successor is elected. After serving four one-year terms, the President may not serve on the board again until one full year has elapsed, but shall meet with the board as a non-voting advisor for that year. There shall be four directors of the board with two elected each even year and two elected each odd year to serve for a term of two years until their successors have been elected. General management of the club's affairs shall be entrusted to this board.

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 President in addition to those particularly specified in these By-Laws.

(d) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity and shall otherwise assist the President in all aspects of the club's affairs.

(e) The Recording Secretary shall keep a record of all meetings of the club and of the Board and of all votes taken, keep a roll of the club with their addresses, and of all matters for which the club shall order a record and shall carry out such other duties as are prescribed in these By-Laws.

(f) The Corresponding Secretary shall have charge of correspondence, notify members of meetings, notify new members of their election to membership, notify Officers and Board Members of their election to office and shall carry out such other duties as are prescribed in these By-Laws.

(g) The Treasurer shall collect and receive all moneys due or belonging to the club. They shall deposit the same in a bank approved by the Board, in the name of the club. Their books shall at all times be open to inspection of the Board and they 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 they shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer may be bonded in such amount as the Board shall determine.

SECTION 3. Delegate to the American Kennel Club. A Delegate to the American Kennel Club will be elected each even year by the membership to serve as a liaison between the American Kennel Club and the Welsh Terrier Club of America. The Delegate to The American Kennel Club need not be a Member of the Board but shall

regularly report to the Board. In the event of a vacancy of the AKC Delegate, the club must apply to the office of the AKC Executive Secretary for approval of the new Delegate credentials. The current AKC Delegate may remain in that position until the American Kennel Club has qualified their replacement.

SECTION 4. **Vacancies.** Any vacancies occurring on the Board or among the Officers during the year shall be filled until the next annual election by a majority vote of the 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 Vice-President, shall be filled by the Board.

ARTICLE IV
The Club Year, Voting, Nominations and Elections

SECTION 1. Club year. The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club's official year shall begin immediately at the conclusion of the Annual Meeting and shall continue through the next Annual Meeting. The elected Officers and Members of the Board 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 within 30 days after the election.

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 the Officers and Directors of the Board and The American Kennel Club Delegate, and amendments to the Constitution and By-Laws and the Standard for the breed, all of which shall be decided by secret ballot conducted in any manner provided for by the laws of the state in which the club is incorporated - written ballot cast by mail or by electronic balloting by an independent firm in accordance with State Law and AKC policy. Voting by proxy shall not be permitted. The Board may decide to submit other specific questions for decision of the members by written ballot cast by mail.

SECTION 3. Nominations and ballots. No person may be a candidate in a club election who has not been nominated in accordance with these By-Laws. The Board shall choose a Nominating Committee before December 15th. The Committee shall consist of three members from different geographical areas of the U.S.A., and two alternates, all members in good standing, no more than one of whom may be a member of the current Board. The Board shall name a Chairman for the Committee. The Nominating Committee may conduct its business in accordance with the policy approved by the Board in ARTILE II, Section 4 of these By-laws.

(a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each Office and for each other position on the Board as set forth in Article III, Section 1, and a candidate for the Delegate to The American Kennel Club and shall procure the acceptance of each nominee so

chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The Committee shall then submit its slate of candidates to the Recording Secretary who shall mail the list, including the full name of each candidate, the name of the State in which he resides, and a brief biographical sketch of each candidate, to each member of the Club on or before July 15th, so that additional nominations may be made by the members if they so desire.

(b) Additional nominations of eligible members may be made by written petition addressed to the Recording Secretary and received at their regular address on or before August 15th, signed by five members in good standing and accompanied by the written acceptance of each such additional nominee signifying their willingness to be a candidate. Except for the position of Delegate, no person shall be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.

(c) If the slate proposed by the Nominating Committee is opposed, the Recording Secretary shall, on or before September 1st, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside and a brief biographical sketch of each, together with a blank envelope which in turn shall be placed in a second envelope addressed to the Recording Secretary and bearing the name of the member to whom it was sent. The Inspectors of Election shall check the outer returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and shall certify the eligibility of voters as well as the results of the voting. However, the Board may designate an independent professional firm to send, receive and count ballots prior to the annual meeting. Results shall be announced at the annual meeting.

(d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

SECTION 4. Annual election. The election of Officers and Members of the Board and Delegate to The American Kennel Club (who may, but need not, be a Member of the Board or an Officer) shall be conducted by ballot when the slate is contested. In the event that there is no opposition to the slate proposed by the Nominating Committee, the Secretary shall cast one vote, according to Robert's Rules, for the election of the slate. In the event of an opposing slate, to be valid, ballots must be received by the Secretary before the opening of the meeting. Ballots shall be counted at or before the meeting by three Inspectors of Election who are members in good standing and who are neither members of the current Board nor candidates on the ballot and who shall be chosen by the Board. 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 in the manner provided in Article III, Section 3.

ARTICLE V
Committees

SECTION 1. Standing committees. The Board may each year appoint standing committees to advance the work of the Club. 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. Committee termination. Any committee appointment 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 service has been terminated.

SECTION 3. Historian. The Board shall appoint a Club Historian.

ARTICLE VI
Discipline

SECTION 1. American Kennel Club suspension. Any member who is suspended from any of 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 notarized charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of $100, which shall be forfeited if, such charges shall not be sustained or entertained by the Board or a Committee. The Recording Secretary shall promptly send a copy of the charges to each Officer and Director of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or of the breed. If the Board considers that the charges do not allege conduct, which would be prejudicial to the best interests of the Club or of the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a location, date and time for a hearing by the Board or a Committee of not less than three persons on the Board, not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail return receipt requested and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer the charges,

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, by a majority vote of those present, may reprimand or 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. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

SECTION 4. Expulsion. Upon the recommendation of the Board or Committee as provided in Section 3 of this Article, expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club. The members shall vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII
Amendments

SECTION 1. Amending Constitution. By-laws and breed standard Amendments to the Constitution and By-Laws and to the Standard for the breed may be proposed by the Board or by written petition addressed to the Secretary signed by 20% 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 Recording Secretary for a secret vote within three months of the date when the petition was received, following the procedures established by the AKC Board of Directors.

SECTION 2. Amendment notice. The Constitution and By-Laws and the Standard for the breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Recording Secretary to each member in good standing on the date of the mailing, accompanied by a ballot on which a choice for or against the action shall be indicated. The notice shall specify a date not less than 30 days after the date of the mailing by which date 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 shall be required to effect any such amendment.

SECTION 3. Amendment effective date. No amendment to the Constitution and By-Laws or to the Standard for the breed that is adopted by the Club shall become effective until the Board of Directors of The American Kennel Club has approved it.

ARTICLE VIII
Dissolution

SECTION 1. Rules For Dissolution. The Club may be dissolved at any time by the written consent of not less than two-thirds of its members in good standing and in accordance with state law of where the Club is incorporated. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary or

involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club but 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 unless otherwise prohibited by State Law.

ARTICLE IX
Order of Business

SECTION 1. Club meetings. 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 Call
Minutes of last meeting
Report of President
Report of the Vice President
Report of Recording Secretary
Report of Corresponding Secretary
Report of Treasurer
Report of Committees
Election of Officers and Board
Election of New Members
Unfinished business
New Business
Adjournment

Or as published in Robert's Rules of Order Newly Revised most current edition.

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

Roll call
Approval of the minutes of last meeting
Report of the President
Report of the Vice President
Report of Recording Secretary
Report of Corresponding Secretary
Report of Treasurer
Report of Committees
Unfinished Business
Election of new members
New Business
Adjournment

Or as published in Robert's Rules of Order Newly Revised most current edition.

ARTICLE X
Parliamentary Authority

SECTION 1 The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any other special rules of order the Club may adopt.