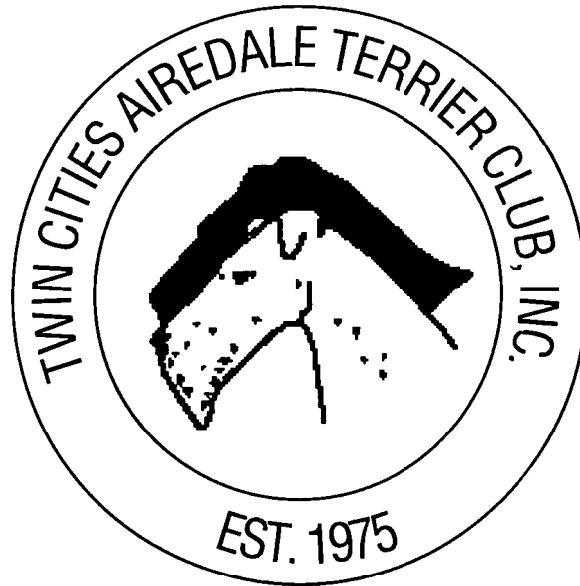


CONSTITUTION and BY-LAWS



**AS ADOPTED BY THE MEMBERSHIP, SEPTEMBER 10, 1987
AND REVIEWED BY THE AMERICAN KENNEL CLUB**

CONSTITUTION

ARTICLE I - NAME AND OBJECTS

SECTION 1. The name of the Club shall be - Twin Cities Airedale Terrier Club.

SECTION 2. The objects of the Club shall be:

- a) to encourage and promote pure-bred 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 Airedale Terriers shall be judged;
- c) to do all in its power to protect and advance the interest of all breeds of pure-bred dogs and to encourage sportsman like competition at dog shows, obedience trials, and other events;
- d) to conduct sanctioned matches, dog shows and obedience trials 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 inure to the benefit of any member or individual.

SECTION 4. The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objects.

BY-LAWS

ARTICLE I - MEMBERSHIP

SECTION 1. ELIGIBILITY. 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. There shall be two separate types of membership; "Full Membership" and "Associate Membership". Full members shall have all the rights and privileges as defined by this Constitution and By-Laws. Associate members shall have all of the same rights and privileges as full members except:

- a) the right to vote at any Club meeting or election;
- b) the right to hold office;
- c) any rights granted by the Club or Board which the Club or Board shall deem as appropriate for full members only.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

SECTION 2. DUES. Annual dues for full members shall be established by the Board of Directors at a rate not to exceed \$20.00 per person per year. Annual dues for associate members shall also be established by the Board at a rate not to exceed 75% of the rate for full members. All dues shall be payable on or before the first day of January of each year. No full member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall send to each member, a statement of their dues for the ensuing year.

Members shall have the right to move from either type of membership to the other by paying the appropriate amount of dues and by informing the Treasurer, in writing, of their intent to change membership types. Changes in membership type shall only be allowed at the time membership dues are paid for the year and the change in status shall become effective at the beginning of the Club's fiscal year or when the dues are paid, whichever is later.

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 these 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 Club members in good standing, at least one of which shall be a full member. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting the application will be voted upon by secret written ballot and affirmative votes of 3/4 of the full members present and voting at that meeting shall be required to elect 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. Membership 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. 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 after the last day of March of the fiscal year; however, the Board may grant an additional 90 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 AND VOTING

SECTION 1. CLUB MEETINGS. General membership meetings of the Club shall be held eight times annually, in the greater Minneapolis-St. Paul area, on the second Thursday of each of eight months designated by the membership unless otherwise ordered by the general membership or Board of Directors, at such hour and place as may be designated by the Board of Directors. The procedure for designation of general membership meeting months shall be as specified in Article IV of these by-laws.

Written notice of each general membership meeting shall be mailed by the Secretary, or another member who may be designated by the Board, at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the full members in good standing.

SECTION 2. SPECIAL CLUB MEETINGS. Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in the greater Minneapolis-St. Paul area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting, and said 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% of the full members in good standing.

SECTION 3. BOARD MEETINGS. Meetings of the Board of Directors shall be held eight times annually, in the greater Minneapolis-St. Paul area on the second Thursday of each of eight months designated by the membership, at such hour and place as may be designated by the Board of Directors. The procedure for designation of Board meeting months shall be as specified in Article IV of these by-laws.

Regular Board meetings shall be open to all Club members except that Board meetings at which disciplinary charges as defined by Article VI, Section 2 of these by-laws, are discussed shall be open to Board members only. All regular Board meetings shall be closed to non Club members unless the Board acts to the contrary at the beginning of the meeting. Written notice of each Board meeting shall be mailed to each Club member by the Secretary, or another member who

may be designated by the Board, at least 5 days prior to the date of the meeting. The quorum for such meetings shall be a majority of the Board.

SECTION 4. SPECIAL BOARD MEETINGS. Special meetings of the Board of Directors may be called by the President, and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the greater Minneapolis-St. Paul area at such place, date, and hour as may be designated by the person authorized herein to call such a meeting.

Special Board meetings shall be open to all members of the Club except that special Board meetings at which disciplinary charges as defined by Article VI, Section 2 of these by-laws, are discussed shall be open to Board members only. All Special Board meetings shall be closed to non Club members unless the Board acts to the contrary at the beginning of the meeting. Written notice of special Board meetings shall be mailed to each member by the Secretary at least 5 days and not more than 10 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 thereat. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. EMERGENCY BOARD MEETINGS. An emergency meeting of the Board may be called by the President or by agreement of two other Board members to be held immediately to act only on emergency issues where a decision must be reached before the next regular Board meeting and there is insufficient time before the decision must be rendered to allow notification for a special Board meeting. The emergency meeting shall consist of no fewer than four Board members at least two of which shall be elected officers of the Club. Decisions at the emergency meeting shall be made only by unanimous vote of the meeting participants and if the decision requires expenditure of Club funds, such expenditure shall be limited to \$100. All actions of an emergency Board meeting shall be reported at the next regular Board meeting.

SECTION 6. VOTING. Each full member in good standing whose dues are paid for the current year shall be entitled to one vote at any general membership meeting of the Club at which they are present. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III - DIRECTORS AND OFFICERS

SECTION 1. BOARD OF DIRECTORS. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and three other persons all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2. OFFICERS. The Club's officers, consisting of the President, Vice-President, 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.
- 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.
- c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club. The Secretary shall have charge of

the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, keep a roll of member attendance at Board meetings and carry out such other duties as are prescribed in these by-laws.

- d) The Treasurer shall collect and receive all monies due or belonging to the Club and deposit the same in a bank designated by the Board, in the name of the Club. The Treasurer's books shall be at all times open to inspection of the Board and the Treasurer 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 the Treasurer 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. BOARD ATTENDANCE RESPONSIBILITIES. Board members shall be expected to attend the majority of Board and other Club meetings. Any Board member who is absent from three consecutive Board meetings, whether they be regular or special, will be warned by mail, by another Board member appointed at the third missed meeting, that they must attend the next Board meeting, or provide, in writing, sufficient cause for repeated absences. The office of any Board member who is absent from four consecutive regularly scheduled Board meetings and does not provide a written explanation for such repeated absences will be considered vacant.

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 all the remaining members of the Board at its first regular meeting following the creation of such a vacancy, or at a Special Board Meeting called for the 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.

ARTICLE IV - CLUB YEAR, ANNUAL MEETING, & 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 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 the month of April at which Officers, and Directors 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 their successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. ELECTIONS. Following the marking of the ballots at the annual election, ballots shall be counted by three persons appointed by the President who are not candidates for any office in the election. The nominated candidates receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall also be declared elected.

- a) Voting Eligibility: Each person who is a full member at the time of the annual election, is in good standing, and whose dues are paid for the current year shall be entitled to one vote in the election.
- b) Ballots: The election shall take place using an official ballot prepared by the Secretary following the March meeting. The ballot shall list each office and the candidates for that office in alphabetical order. The top of the ballot shall be marked with the name of the Club, election date and the instructions: "Official Ballot - Vote for no more than one candidate for each office and no more than three candidates for Directors". No other information or markings shall appear on the ballot.

SECTION 4. NOMINATIONS. No person may be a candidate in a Club election who is not in good standing or who has not been nominated. During the month of December, the Board shall select a Nominating committee consisting of three members and two alternates, all of whom shall be full members in good standing and not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a chair for the Committee and it shall be the duty of the chair to call a committee meeting which shall be held on or before February 1st.

- a) The Committee shall nominate one candidate for each office and three candidates for the three other positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall before February 15th notify each member in writing of the candidates so nominated.
- c) Additional nominations may be made at the March meeting by any member in attendance who is in good standing provided that the person so nominated accepts when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his or her proposer shall present to the Secretary, a written statement from the proposed candidate signifying his or her willingness to be a candidate. No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

SECTION 5. CLUB MEETING DESIGNATIONS. The first item of new business at the annual general membership meeting shall be the designation of the eight months during which general membership meetings and the eight months during which Board meetings will be held. This designation shall comply with the following restrictions:

- a) General membership meetings shall be held during the months of March (to provide for the nomination procedure contained in this article) and April (the annual meeting month).
- b) There shall be a meeting of the Board during the month of December (to provide for selection of the nominating committee contained in this article).
- c) No more than four months shall contain both a general membership meeting and a Board meeting.
- d) There may not be two consecutive months without a general membership meeting, nor two consecutive months without a Board meeting.

ARTICLE V - COMMITTEES

SECTION 1. COMMITTEE ESTABLISHMENT. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty 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.

SECTION 2. COMMITTEE APPOINTMENT 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 services have been terminated.

ARTICLE VI - DISCIPLINE

SECTION 1. AMERICAN KENNEL CLUB SUSPENSION. Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

SECTION 2. CHARGES. Any member may prefer charges against another 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 \$10.00 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 or the breed. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than 3 weeks nor more than 6 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 their own defense and bring witnesses if they wish.

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 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 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.

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. The defendant shall have the privilege of appearing in their 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 their own behalf if they wish. The meeting shall then vote by secret written ballot on the proposed expulsion. A 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. RECOMMENDATION OF AMENDMENTS. 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 of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. ADOPTION OF AMENDMENTS. The constitution and by-laws may be amended by a 2/3 vote of the full 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.

ARTICLE VIII - DISSOLUTION

SECTION 1. DISSOLUTION. The Club may be dissolved at any time by the written consent of not less than 2/3 of all full members and 2/3 of all associate members. 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 of Directors.

ARTICLE IX - ORDER OF BUSINESS

SECTION 1. REGULAR MEETING ORDER. 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 Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (at annual meeting)
- Election of new members
- Unfinished business
- New Business
- Adjournment

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

- Reading of minutes of last meeting

Report of Secretary
Report of Treasurer
Report of Committees
Unfinished business
New Business
Adjournment