

THE SCOTTISH TERRIER CLUB OF CHICAGO

CONSTITUTION

ARTICLE 1 Names and Objects

SECTION 1

The name of the Club shall be The Scottish Terrier Club of Chicago.

SECTION 2

The objectives of the Club shall be:

- (a) to encourage and promote the breeding of pure-bred Scottish 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 Scottish Terriers shall be judged;
- (c) to do all in its power to protect and advance the interest and knowledge of the breed;
- (d) to conduct sanctioned matches and specialty shows, under the rules and regulations of the American Kennel Club, and to encourage sportsmanlike competition at these events.

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 revise such Bylaws as may be required to carry out these objectives, in a manner described in this constitution.

THE SCOTTISH TERRIER CLUB OF CHICAGO

BYLAWS

ARTICLE 1 MEMBERSHIP

SECTION 1 Eligibility

There shall be three types of membership, open to all persons eighteen years of age or older, who are in good standing with The American Kennel Club, and who subscribe to the purpose of this club.

- (a) Individual membership is open to any individual described above, and shall entitle the member to one vote in Club affairs.
- (b) Family membership is open to an individual and one member of his/her family residing at the same address. Each of these members shall have one vote in Club affairs. Club publications and mailings will be sent one to the family group however, rather than to each as individuals.
- (c) Honorary membership may be conferred upon an individual by majority vote of the members present at a Club meeting for outstanding contributions and/or service to the Club. This honorary member pays no dues, is not allowed to vote or hold office, and is not counted in determining a quorum. An honorary member may maintain voting/office privileges if he/she pays dues.

SECTION 2 Member in good standing

A member in good standing is any member who has paid his/her dues for the current year and is not presently suspended from the Club.

SECTION 3 Dues

The Board will review membership dues annually and any recommended changes shall be brought to the membership for a vote. Membership dues shall be paid per year for individual members and family memberships, payable by July 1st. During the month of May, the Treasurer shall send to each member a statement of his/her dues for the ensuing year. Honorary members shall be exempt from payment of dues.

SECTION 4 Election of membership

Each applicant 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 Bylaws, the STCC Code of Ethics, and the rules of the American Kennel Club. The application shall state their name, address and occupation of the applicant. The applicant must be sponsored by two members in good standing, and they must attend two club functions before being voted into membership. The applicant shall submit dues payment for the current year and a signed copy of the Code of Ethics with their application. Members who are accepted during the last quarter of the Club's fiscal year shall have their dues credited for the ensuing year.

All applications are to be filed with the Secretary. Each application is to be read at the first membership meeting following its receipt and meeting above conditions, and will be voted on at that time. Election to the membership will be by an affirmative vote by secret paper ballot of 2/3 majority of the Members present.

SECTION 5 Termination of membership

Membership shall be terminated by:

- (a) Resignation; any member in good standing may resign 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 July.
- (b) Lapsing; a membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of July; however, the Board may grant an additional 30 days of grace to 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) Expulsion; a membership may be terminated by expulsion, as provided in ARTICLE VI of these Bylaws.

ARTICLE II MEETINGS AND VOTING

SECTION 1 Club Meetings

Meetings of the Club, including an annual luncheon and a specialty show, shall be held at least six (6) times a year within 50 miles of Chicago at such hour and place as may be designated by the Board of Directors. Written notice of each meeting shall be electronically mailed to members providing a current email address. Members without a current email address will receive their notice through the U.S. mail at least 10 days prior to the date of the meetings. The quorum for such meetings shall be 20% of the members in good standing.

SECTION 2 Special Club Meetings

A special Club meeting 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, or 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 within 50 miles of Chicago 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 meetings, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 15% of the membership.

SECTION 3 Board Meetings

Meetings of the Board of Directors shall be held within 50 miles of Chicago at least six times each fiscal year, at such hour and place as may be designated by the Board. Meetings will be held in person. Written notice of each meeting shall be electronically mailed to Board members providing a current email address. Board Members without a current email address will receive their notice through the U.S. mail at least 10 days prior to the date of the meetings. The quorum for a Board Meeting shall be a majority of the Board voting in person.

SECTION 4 Special Board Meetings

Special meetings of the Board may be called by the President, or 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 within 50 miles of Chicago at such place, date and hour; or by telephone conference call at such designated date and hour, as may be designated by the person authorized herein to call such a meeting. Written notice of each meeting shall be electronically mailed to Board members providing a current email address. Those Board members without an e-mail address will be notified by telephone. 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. Any votes taken via a telephone conference call will be ratified at the next regular meeting of the Board.

SECTION 5 Voting

Voting shall be limited to members in good standing.

- a) Election of Officers and Directors shall be decided by written secret ballot cast in person at the annual meeting. If there is an unopposed slate of officers, a written ballot will not be required, and the slate of Officers and Directors shall be voted into office by proclamation from the floor.
- b) Other specific questions submitted to the members for decision may be either voted on at the annual, regular, or special meetings.
- c) Voting by proxy shall not be permitted at the Club meeting or election.
- d) Online voting will not be allowed for any Club business.

ARTICLE III DIRECTORS AND OFFICERS

SECTION 1 Board of Directors

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and (3) three other persons, all of whom shall be members in good standing. They shall be elected for one-year terms and shall serve until their successors are elected. The outgoing President shall serve as a member of the Board for one year with full voting rights and privileges. 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 Bylaws.
- (b) The Vice-President shall have the duties and exercise the powers of the President in the event of the President's death, absence, incapacity or resignation. In addition, the Vice-President shall serve as the Specialty Show Chair.

- (c) The Secretary shall have charge of the correspondence, notify new members of their election to membership, and notify officers and directors of their elections to office. In addition, the Secretary shall keep a written record of all meetings, both regular and board, and provide regular meeting minutes to the general membership. The Secretary shall keep all matters of which a record shall be ordered by the Club, be responsible to notify members of meetings, both regular and special, and keep a roll of the members of the Club and addresses, and carry out such other duties as are prescribed in these Bylaws.

- (d) The Treasurer shall collect and receive monies due or belonging to the Club. He/she shall deposit the same in a bank approved by the Board in the name of the Club. His/her books shall at all times be open to the 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. At the annual meeting he/she shall render an account of all money received and expended during the fiscal year. The Treasurer's record shall be inspected and verified by a member other than the Treasurer prior to the annual meeting.

SECTION 3 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 then members of the Board; except that a vacancy in the office of President shall be filled automatically by the Vice-President, and the resulting vacancy in the office of Vice-President shall be filled by the Board.

SECTION 4 Officer Removal

An Officer or Director may be removed for dereliction of duty by a majority vote of Board members and Directors.

ARTICLE IV THE CLUB YEAR, NOMINATIONS, ELECTIONS

SECTION 1 The Club Year

The Club's fiscal year shall begin on the first day of July and end on the 30th day of June.

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 August 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 office shall turn over to his/her 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 nominated candidates for other positions on the Board who received the greatest number of votes for such positions shall be declared elected.

SECTION 4 Nominations

No person may be a candidate in a Club election who has not been nominated. Other offices and board seats are to be considered open as to the length of service by any individual.

During the month of May, the Board shall select a Nominating Committee consisting of 3 members, not more than one of who shall be a member of the Board, and two alternates, not more than one of them shall be a member of the Board. The Secretary shall immediately notify the committee members and their alternates of their selection. The Board shall name a chairperson for the committee, and it shall be his/her duty to call committee meetings, which shall be held on or before June 1st. Meetings may be conducted by teleconference.

- (a) The committee shall nominate one candidate for each office and one candidate for each vacant position of the Board (in years when there is no immediate past President, three shall be nominated), 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 July 1st notify each member in writing of the candidates so nominated.
- (c) Additional nominations of eligible members may be made in writing, by registered or certified mail addressed to the Secretary at his/her regular address on or before July 15th. This nomination must be accompanied by the written

acceptance of each such additional candidate. No person shall be a candidate for more than one position. 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) If no additional nominations are received by the Secretary on or before July 15th, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting. No balloting will be required.
- (e) If the Secretary receives one or more valid nominations on or before July 15th, he/she shall, on or before August 1st, mail to each member in good standing a listing of all the nominees for each position in alphabetical order. The voting will take place and the results shall be announced at the Annual Meeting.
- (f) Nominations cannot be made at the Annual Meeting or in any manner other than is provided above.

ARTICLE V COMMITTEES

SECTION 1

The Board may each year appoint standing committees to advance the work of the Club in such matters as 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 on particular projects.

SECTION 2

Any committee may be terminated by a majority vote of the full membership of the Board upon written notice to those persons whose services have been terminated.

ARTICLE VI DISCIPLINE

SECTION 1 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 or the breed. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than 3 weeks or 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 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, both complainant and defendant shall be treated fairly 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 the punishment insufficient, it may also be recommended to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing Club meeting which will consider the Board's recommendation. Immediately after the Board has reached a decision, it's finding shall be put in written form and filed with the Secretary. The Secretary shall notify both complainant and defendant 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 on his/her 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 on his/her behalf if he/she wishes. The members 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

Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition to the Secretary signed by 20% of the membership in good standing. Amendments proposed by such a petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Secretary for a vote within 3 months of the date when the Secretary received the petition.

SECTION 2

The Constitution and Bylaws may be amended by a 2/3 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 10 days prior to the date of the meeting.

ARTICLE VIII DISSOLUTION

SECTION 1

The Club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the Club, 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 non-profit organization for the benefit of dogs selected by the membership.

ARTICLE IX ORDER OF BUSINESS

SECTION 1

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 the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Election of Officers and Board (at Annual Meeting)
- Election of new members
- Unfinished business
- New Business
- Adjournment

SECTION 2

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

- Roll Call
- Minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Unfinished business
- New business
- Adjournment

ARTICLE X PARLIMENTARY 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.

Dates Adopted and Amended

Adopted October 11, 1974

Amended February 14, 1983

June 11, 1984

April 17, 1988

June 13, 1992

June 17, 2000

June 12, 2004

March 18, 2012

April 20, 2016

April 22, 2018 – pending AKC approval