



Bedlington Terrier Club of America, Inc.

BY-LAWS

Bedlington Terrier Club of America, Inc.

ARTICLE I

Membership

SECTION 1. Eligibility. There shall be a junior membership, and four types of membership for all persons 18 years of age and older, open to those who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club: Single, Household, Junior, Foreign, and Lifetime. Single memberships consist of one adult at one address and shall have one vote and enjoy all club privileges including the right to vote and hold office. Household memberships consist of two (2) adult members residing in the same household, each eligible to vote and hold office. Junior Memberships are open to children between 9 and 18 years of age; a non-voting/non-office holding membership which will automatically convert to regular membership at age 18. Foreign Memberships are open to all persons 18 years of age and older living outside of the United States. Foreign members cannot hold office or vote. Lifetime Memberships are awarded to persons of merit by 2/3 vote of the Board. Lifetime members have one vote, may hold office, and do not pay dues. If one member of a previous household membership is awarded lifetime membership, both members of the household do not pay dues and they have two votes.

SECTION 2. Dues. Membership dues shall not exceed \$100.00 per year as determined by the Board and are payable on or before the 1st day of January of each year. No member(s) 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 his dues for the ensuing year.

SECTION 3. Election to Membership. Each applicant for membership shall apply to the Corresponding Secretary on a form approved by the Board and which shall provide that the applicant agrees to abide by the Constitution, Bylaws, and Code of Ethics of the Club as well as the rules of the American Kennel Club, and the AKC Code of Sportsmanship. The application shall state the name and address of the applicant and it shall carry the endorsement of a member in good standing. Accompanying the application the prospective member shall submit an application fee and dues payment for the current year except those applying after July 1st may

submit one half year's dues. Applicants may be elected at any meeting of the Board or by mail. Affirmative votes of 2/3 of the entire Board voting by secret ballot shall be required to elect an applicant. An application which has received a negative vote by the Board (i.e., less than 2/3 affirmative), may be presented by the applicant's endorser at the next annual meeting of the Club and the members may elect such applicant by secret ballot and a favorable vote of 75% of the members present.

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 Corresponding Secretary; but no member may resign when in debt to the Club. Obligations other than dues 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 if such member's dues remain unpaid after January 31. A ten-dollar (\$10.00) late fee will be imposed for dues received by the treasurer after January 31 and before March 31. A membership will be automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year. In no case may a member whose dues have lapsed be allowed to vote or be entitled to any other club privileges.

(c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II

Meetings

SECTION 1. Annual Meeting. The annual meeting of the Club shall be held in conjunction with the National Specialty, at a place, date, and hour designated by the Board. Written notice of the annual meeting shall be mailed or emailed 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.

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 telephone, email, FAX, or mail; 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, date and hour as may be designated by the Board. Written notice of such meeting shall be emailed, FAXed, or mailed by the Corresponding Secretary at least 14 days and not 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.

SECTION 3. Board Meetings. The first meeting of the Board shall be held in January. 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. Written notice of each such other meeting shall be emailed, FAXed, or mailed by the Corresponding Secretary to each 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.

SECTION 4. The Board may conduct business by telephone conference call, mail, email, or FAX provided it does not conflict with any other provision of these bylaws. In order for business to be conducted by email the following precautions must be in place: 1) every board member must be provided with the means to participate; 2) a procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible board members; 3) a mechanism must be in place to verify that the eligible board members are "listening"; 4) all board members must agree to participate in this manner. Items voted upon by teleconference, mail, FAX, or email must be confirmed in writing by the recording secretary within 7 days.

SECTION 5. Meeting notices may be sent by email providing that the member or board member has signed an authorization agreeing to this method of communication.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the officers and six other persons, all of whom shall be members in good standing who are residents of the United States. Officers shall be elected for one year terms and directors and the AKC Delegate for two year terms 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.

SECTION 2. Officers. The Club's officers, consisting of the President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, and AKC Delegate 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 case of the President's death, absence or incapacity.

(c) The Corresponding Secretary shall keep a record of all votes taken by mail, email, FAX, or phone and of all matters of which a record shall be ordered by the Club; 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, and carry out such other duties as are assigned by the officers and directors.

(d) The Recording Secretary shall keep a record of all meetings of the Club and the Board. Minutes of Board meetings shall be emailed, FAXed, or mailed to each Board member within two weeks of each meeting. Once approved a summary of board minutes of Club and Board meetings shall be posted in the members' only section of the club website.

(e) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank approved by the Board, in the name of the Club. The books shall at all times be open to inspection of the Board, and a report shall be given at every meeting of the condition of the Club's finances, and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board shall determine.

(f) The AKC Delegate shall do all in his power to advance the interest of all breeds of dogs and to enhance the interest of the Club at the American Kennel Club meetings and report to the club all actions and matters discussed at the AKC Quarterly Meetings. The AKC Delegate shall serve a two year term and shall be elected by the membership.

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 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

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 last day of December. The Club's official year shall begin January 1st. The elected Officers, AKC Delegate and Directors shall take office on January 1. Each retiring officer shall turn over to his successor in office all properties and records relating to that office no later January 10th.

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 officers, AKC delegate and directors and amendments to the Constitution and Bylaws and the Standard of the Breed, which shall be decided by written ballot cast by mail. 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. Annual Election. The election of officers, AKC delegate, and directors, shall be conducted by secret ballot cast by mail. The nominated candidate receiving the greatest number

of votes for each office shall be declared elected on December 31. If any nominee 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 by Article III, Section 3.

SECTION 4. Nominations and Ballots. No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. A Nominating Committee shall be chosen by the Board before June 15th. The Committee shall consist of three members preferably from different areas of the U.S.A., and two alternates, all members in good standing, no more than one of whom may be member the current board of directors. The Board shall name a chairman for the committee. The Nominating Committee may conduct its business by mail, in person, by telephone, or other electronic means.

(a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office, the AKC Delegate position when open, and for each of the open positions on the Board and shall procure the written acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practical to do so. The Committee shall then submit its slate of candidates to the Corresponding Secretary who shall mail or email the list, including the full name of each candidate and the name of the state in which he resides, to each member of the Club on or before September 1st, so that additional nominations may be made by the members if they so desire. The slate of candidates may also be published via any all-club mailing.

(b) Additional nominations of eligible members may be made by written petition addressed to the Corresponding Secretary and postmarked on or before October 15, signed by 10 members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one position.

(c) If no valid additional nominations are postmarked on or before October 15, the Nominating Committee's slate shall be declared elected and no balloting will be required.

(d) If one or more valid nominations are postmarked on or before October 15 the Corresponding Secretary shall, on or before November 1, 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, together with a blank envelope and a return envelope addressed to one of the Inspectors of Election provided for in Section 4 (e) below marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots remain secret, each voter, after marking his ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to one of the Inspectors of Elections. The Inspectors of Election shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting.

(e) Two Inspectors of Election, chosen from among the members in good standing, shall be appointed by the Board each year prior to the election. Said Inspectors may not be members of the Board nor may they be candidates for election. The Corresponding Secretary shall advise the

membership at the time the ballots are mailed, of the names of the Inspectors as well as the date, time and place for the counting of the ballots, which date shall be no sooner than thirty (30) days from the date of the mailing of the ballots. Immediately after the count has been made the Inspectors shall notify the Corresponding Secretary, who shall announce the results of the election to the membership in the next club mailing. After counting the ballots, the inspectors shall deliver all ballots and envelopes to the Recording Secretary who shall keep them available for inspection by any member for one month following the election. Inspection can only be made after prior application to the Recording Secretary and the inspection shall be at the convenience of the Recording Secretary.

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

ARTICLE V

Committees

SECTION 1. At the first meeting of the board, the board or the president, with board approval, shall name all standing committees and appoint all committee chairs and all committee members. Special committees may also be appointed by the board or the president with board approval to aid on particular projects. All committees shall always be subject to the final authority of the board.

SECTION 2. Any committee appointment may be terminated by a majority vote of the Board upon written notice to the appointee, and the board may appoint successors to those persons whose service has 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 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 \$100 which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The corresponding 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 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 date of a hearing by the Board or a Committee of not less than three members of the Board, not less than 3 weeks or more than 6 weeks thereafter. The corresponding secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. Board Hearing. The Board 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 a hearing of all the evidence and testimony by the complainant and defendant, the Board or Committee may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than 6 months from the date of the hearing, or until the next Annual Meeting if that will occur after six months. 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 fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The corresponding secretary, in turn shall notify each of the parties of the decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The meeting shall then 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 suspension shall stand.

ARTICLE VII

Amendments

SECTION 1. Amendment to the constitution and bylaws (and to the Standard for the breed) may be proposed by the Board or by written petition addressed to the corresponding secretary signed by twenty percent 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 corresponding secretary for a vote within three months of the date when the petition was received by the corresponding secretary.

SECTION 2. The constitution and bylaws (or the Standard for the breed) may be amended at any time provided a copy of the proposed amendment has been mailed by the corresponding 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 to be taken shall be indicated. Dual enveloped procedures described in Article IV, Section 4 (d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date postmarked by which date the ballots must be returned to the corresponding 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. No amendment to the constitution and bylaws (or to the standard for the breed) that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

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 the event of dissolution of the Club, other than for purpose 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.

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 President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board
- Election of new members
- Unfinished business

- New business
- Adjournment

SECTION 2. At meetings of the Board, the order of business, so far as the character and nature of the meeting may permit, shall be as follows

- Reading of minutes of the last meeting
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Unfinished business
- Election of new members
- New business
- Adjournment

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 bylaws and any other special rules of order the Club may adopt.

Approved by the American Kennel Club