

Greater San Diego County Whippet Association

CONSTITUTION

ARTICLE I

Names and Objects

SECTION 1. The name of the Club shall be the Greater San Diego County Whippet Association.

SECTION 2. The objects of the Club shall be:

- (a) To protect and preserve the breed; to encourage and promote quality in the breeding of purebred Whippets and to do all possible to bring their natural qualities to perfection.
- (b) To urge all 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 Whippets shall be judged.
- (c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at conformation and performance events, such as obedience trials, racing, lure coursing, agility etc.
- (d) To conduct sanctioned and licensed specialty shows and performance events 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. There shall be one type of membership 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.

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

SECTION 2. Dues. The amount of annual dues will be determined by the Board of Directors on an annual basis and shall be payable by members on or before the 1st day of January each year. No member may vote whose dues are not paid for that 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 on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the club constitution and by-laws and by the rules of The American Kennel Club. The application shall state the name, address, and email address of the

applicant and it shall carry the endorsement of two members. Accompanying the application, the prospective member shall submit dues payment for the current year. Members joining after October 1 will pay the annual membership fee, which will entitle them to membership through December 31 of the following year.

All applications are to be filed with the Secretary or Membership Committee Chairperson and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting the application shall be voted upon and affirmative votes of three-quarters of the 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. Memberships may be terminated:

- (a) By resignation. Any member in good standing may resign from the Club upon written or electronic notice to the Secretary or Membership Chairperson; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- (b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year: however, the Board 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 and Voting

SECTION 1 – CLUB MEETINGS

- A. Regular Meetings. There shall be at least four (4) general membership meetings a year, either by conference call format or at a location to be determined by the Board of Directors. Notification of said meeting shall be made electronically, wherever possible to the membership, at least ten (10) days prior to the date of the meeting. Notification can also be made via the Club newsletter, respecting the ten (10) day period, if required. Wherever possible, meeting dates will also be published on the Club website – www.sandiegowhippets.com and to other Club social media. The quorum for such meetings shall be the members present. All members in good standing are welcome to attend general membership meetings.
- B. 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 written or electronic petition signed by five members of the Club. Such Special Meetings shall be held at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. The Secretary shall make notification of said meeting electronically, wherever possible, to the membership, at least five (5) and no more than fifteen (15) days prior to the date of the meeting. Said notice shall state the purpose of the

meeting, and no other Club business may be transacted. The quorum for such meetings shall be the members present.

- C. Board Meetings. Meetings of the Board of Directors shall be held at times designated necessary by the Board of Directors. Meetings may be held electronically via secure chat rooms and/or electronic or telephonic conferencing. Notification of said meeting shall be made electronically, wherever possible to the membership, at least five (5) days prior to the date of the meeting. Notification can also be made via the club newsletter, respecting the five (5) day period, if required. Whenever possible, meeting dates will also be published on the club website – www.sandiegowhippets.com and to other Club social media. The quorum for such a meeting shall be a majority of the Board.
- D. Special Board Meetings. The President may call special meetings of the Board, and shall be called by the Secretary upon receipt of a written or electronic request signed or accepted electronically by at least three (3) members of the Board. Such special meetings shall be held at such place, date and hour as may be designated by the person authorized herein to call such a meeting. Notification of said meeting shall be made electronically, wherever possible to the membership, at least five (5) days prior to the date of the meeting. Notification can also be made via the club newsletter, respecting the five (5) day period, if required. Whenever possible, meeting dates will also be published on the club website – www.sandiegowhippets.com and to other Club social media and said notice shall state the purpose of the meeting, and no other Club business may be transacted. The quorum for such a meeting shall be a majority of the Board.
- E. Voting. Each member not indebted to the Club shall be entitled to one (1) vote at any meeting of the Club at which he/she is present. Proxy voting will not be permitted at any Club meeting or election. Members desiring an absentee ballot for the annual election meeting must petition the Board of Directors prior to such election meeting. Voting may be conducted electronically.
- F. Location of Meeting. All meetings shall be held within a location determined by the discretion of the Board of Directors or by Conference Call format.

ARTICLE III

SECTION 1. Board of Directors. The Board shall be comprised of the President, Vice President, Secretary, Treasurer and five (5) other persons all of whom shall be members in good standing and 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 of 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 the Club shall order a record. The Secretary shall have charge of the correspondence, notify members of meetings in writing or electronically (meeting notices may also be included in the newsletter), notify new members of their election to membership (notification may also be made by the Committee Chairperson), 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 prescribed in by-laws. These notifications may be made electronically.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Club. He/she shall deposit the same in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection by 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 previously reported; and at the annual meeting he/she shall tender an account of all moneys received and expended during the previous fiscal year. An annual audit will be conducted each year immediately following the election of officers. The Audit Committee will consist of three (3) members appointed by the President.

(e) The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the officers and 5 other persons.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose, except that a vacancy in the office of President shall be filled automatically by the Vice President, and the resulting vacancy in the office of Vice President shall be filled by a Board member.

ARTICLE IV

The 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 November at which Officers and Directors for the ensuing year shall be elected by secret, written or electronic ballot sent to the Board Secretary 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 his/her successor in office all properties and records relating to that office at or prior to the next Board of Director's meeting.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The five (5) nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4. Nominations. No person shall be a candidate in a Club election who has not been nominated. During the month of August, the Board shall select a Nominating Committee consisting of three (3) members, not more than one (1) of whom may be a

member of the Board. The Secretary shall immediately notify the committee persons and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his/her duty to call a committee meeting, which shall be held on or before September 15.

(a) The Committee shall nominate one candidate for each office and five candidates for the five (5) other positions on the Board, and, after securing the consent of each person nominated, shall immediately report their nominations to the Secretary in writing or electronically. Upon receipt of the Nominating Committee's report, the Secretary shall before September 30 notify each member in writing or electronically of the candidates so nominated.

(c) Additional nominations may be made at the October meeting by any member in attendance provided that the person so nominated does not decline when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his/her proposer shall present to the Secretary a written or electronic statement from the proposed candidate signifying his/her willingness to be a candidate. No person shall be a candidate for more than one position.

Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE V

Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, field 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. Any committee member(s) appointed may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee(s); 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 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 \$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 either electronically or by mail or present them at a Board Meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction the President shall fix a date of a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send

one copy 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, 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/her fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding 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. Notification may be made electronically.

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 proceeding may occur at a regular or special meeting of the Club to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendations of expulsion. The defendant shall have the privilege of appearing on his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak on his/her own behalf if he wishes. The meeting shall then vote by secret written or electronic 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 or electronic 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 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 that purpose, provided the proposed amendments have been included in the notice of the meeting and provided 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 or electronic consent of not less than 2/3 of the members. In the event of the dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by operation of 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. At meetings of the Club, the order of business as 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 or Old Business

New Business

Adjournment

SECTION 2. At meetings of the Board, the order of business, unless otherwise directed by a 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 or Old Business

New business

Adjournment