

# *Irish Wolfhound Club of America, Inc.*



## **By-laws**

### **THE IRISH WOLFHOUND CLUB**

*Is established for the encouragement of the breeding and maintaining a high standard of Irish Wolfhound by guaranteeing classes, providing special prizes, etc., for the Breed at Dog Shows, and to acquaint the public with the genuine qualities of this grand dog. To define precisely, and publish, a description of the true type of the breed, and to urge the adoption of such type upon Breeders, Judges, and Dog Show Committees, as the only recognized standard by which Irish Wolfhounds are to be judged, and which may in the future be uniformly accepted as the sole standard of excellence in breeding, and in awarding prizes of merit to Irish Wolfhounds. The Irish Wolfhound Club of America shall be a member of the American Kennel Club.*

#### **ARTICLE I**

##### **Name and Objects**

SECTION 1. The name of the club shall be the Irish Wolfhound Club of America.

SECTION 2. The **objects of the Club** shall be:

- (a) to do all possible to bring the natural qualities of the Irish Wolfhound to perfection through responsible breeding and continuing education;
- (b) to guard against commercial exploitation of Irish Wolfhounds;
- (c) 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 Irish Wolfhounds should be judged;
- (d) to do all in its power to protect and advance the interest of the breed by encouraging sportsmanlike competition at dog shows and obedience trials;
- (e) to conduct sanctioned matches and specialty shows under the rules and regulations 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. It shall be the duty of every member of the Club to forward the interests of the Breed and the Club and strive to promote honorable dealings in canine matters, and it shall be the duty of every member to report to the Club any irregularities affecting the Club or its members.

SECTION 5. The use of the Irish Wolfhound Club of America emblem or name in advertising by any member is prohibited. (The sole exception to this rule to be informational notices placed by the Irish Wolfhound Club of America itself with the approval of its Board of Directors).

## ARTICLE II

### Membership

SECTION 1. **Eligibility.** There shall be three types of membership:

- (a) **Active Membership**, open to all residents of the U.S.A., 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. Active Membership is also open to non-residents of the U.S.A. with the single proviso that such non-resident members are not eligible to hold office in the Club.
- (b) **Associate Membership**, open to all persons, regardless of residence, 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. Associate Members shall enjoy all privileges of Active Membership, including subscription to Harp and Hound, invitation to all Club events, eligibility to compete for all membership awards, but shall not be eligible to vote or hold office.
- (c) **Junior Membership**, open to all persons 10 to 18 years of age. Junior Members shall receive a subscription to Harp and Hound if they do not reside with an adult member of the Irish Wolfhound Club of America, and may enjoy all privileges of membership, except that they are not eligible to vote or hold office.

SECTION 2. **Dues.** Membership dues for Active Members shall be set at a maximum of \$35; for Associate Members at a maximum of \$20; and for Junior Members a maximum of \$10 a year, payable on or before the first day of January of each year. Only Active Members whose dues are paid for the current year may vote. The exact dues payable each year for each class of membership are to be set by action of the Board. Board meetings at which a change in dues is to be considered must be held before November of the year preceding the dues change. In November, the Treasurer shall send to all members a statement of his dues for the ensuing year.

SECTION 3. **Election to Membership.** Each applicant for membership, Active, Associate or Junior, shall apply on a form, approved by the Board of Directors, which shall provide, among other required information, that the applicant agrees to abide by the Constitution and By-Laws and the Rules of the American Kennel Club. The applicant shall state the name, address and occupation of the applicant. Accompanying the application, prospective member shall submit dues payment for the current year.

The application for Active Membership, or that of an applicant for Junior Membership not related to an Active Member, shall carry the endorsement of two Active Members, not of the same family or household. Both proposer and co-sponsor shall have known the applicant for at least two years.

Upon receipt of an application for membership, the Secretary shall cause the name and address of the applicant to be published in the next issue of Harp and Hound or the next general Club mailing, for comment from the membership. The applicant's name shall be brought before the Board for approval or rejection not sooner than 30 days or later than 60 days following such publication. A majority vote of the Board, voting in person or by mail, shall elect to the membership.

An application which has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next Annual Meeting of the Club, and the Club may elect such applicant by favorable vote of 75% of the members present and voting.

An Associate Member may apply at any time for Active Membership by following the procedures required for Active Membership.

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. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation
- (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 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 VII of these constitution and by-laws.

## ARTICLE III

### Meetings

SECTION 1. **Annual Meeting.** The annual meeting of the Club will be held between April 1 and June 15 in conjunction with the Club's Specialty Show if possible, at a place, date and hour designated by the Board of Directors. Notice of the annual meeting shall be mailed, faxed or emailed in accordance with AKC policy, by the Secretary to each member at least 21 days prior to the date of the meeting. The quorum for the annual meeting shall be 10% of the Active members in good standing, or 20 Active members, whichever is less.

**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, fax or email, in accordance with AKC policy, or by the Secretary upon receipt of a petition signed by 10 members of the Club who are in good standing. Such meeting shall be held at such hour and place as may be designated by the Board of Directors. Notice of such meeting shall be mailed, faxed or emailed in accordance with AKC policy, by the Secretary at least 21 days and not more than 42 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 Active members in good standing, or 20 Active members, whichever is less.

**SECTION 3. Board Meetings.** The first meeting of the Board shall be held immediately following the annual meeting and election. Other meetings of the Board of Directors shall be held at such times and places as are designated by a majority vote of the entire Board. Written notice of such meeting shall be mailed by the Secretary to each member of the Board at least 21 days prior to the date of the meeting. Meetings conducted by telephone, mail, fax or email, in accordance with AKC policy may be called by the President with at least 7 days' notice to each Board member via telephone, mail, fax or email, in accordance with AKC policy. The quorum for any board Meeting shall be a majority of the board.

**SECTION 4. Other Meetings.** The Board of Directors may conduct its business by mail through the Secretary, telephone, fax or email, in accordance with AKC policy.

## **ARTICLE IV**

### **Directors and Officers**

**SECTION 1 (a). Board of Directors.** The Board shall be comprised of the President, five Vice-Presidents, Secretary, Treasurer, Delegate to the American Kennel Club, and 12 other persons to be known as Directors-at-large, all of whom shall be members in good standing, who are residents of the United States. The election shall take place at the Club's annual meeting as provided in Article V, with the officers, including the Delegate, to serve for one year and the Directors to serve for three years, and all shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

**SECTION 1 (b).** Directors-at-large shall serve for three years. Four Directors-at-large shall be elected each year. Officers, including the delegate, and directors may be reelected.

**SECTION 2. Officers.** The Club's officers, consisting of the President, Vice-Presidents, Secretary, Treasurer and 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 constitution and by-laws.
- (b) The Senior Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity. The Vice-President receiving the largest number of votes shall be considered as Senior, and the other Vice-Presidents also shall be ranked in accordance with the number of the votes they received and, in case of death, absence, or incapacity, shall assume the duties and exercise the powers of the immediately higher ranking vice-president in successive order.
- (c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken by mail, and of all matters of which a record shall be ordered by the Club. He 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, and carry out such other duties as are prescribed in these constitution and by-laws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. He shall deposit the same in a bank satisfactory to the Board, in the name of the Club. His books shall at all times be open to inspection of the Board and he 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 he shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.
- (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, including the Delegate, and the 12 Directors-at-large.
- (f) AKC delegate duties. The Delegate to The American Kennel Club, among other duties, shall report to the Board and Club actions and matters discussed at the quarterly meetings of The American Kennel Club.

**SECTION 3. Vacancies.** Any vacancies occurring on the Board or among the offices during the year shall be filled until the next election by a majority vote of all the then members of the Board if the terms of the vacancies are 90 days or more and may be filled for a shorter time.

**SECTION 4. Term Limits.** No member of the Board of Directors shall serve more than three consecutive terms or seven consecutive years, whichever is greater, unless additional years are required to complete an existing term. No individual may serve

as president for more than three consecutive years. A minimum of one year absence from the Board of Directors must be observed before re-election to any Board position. This amendment will take effect for members elected or re-elected as an officer of director after the effective date of the amendment.

## ARTICLE V

### The Club Year, Voting, Nominations, 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. The elected officers and directors shall take office immediately upon the conclusion of the election 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 Active members in good standing who are present at the meeting, except for election of officers, including the Delegate, and Directors and amendments to the constitution and by-laws, and the standard for the breed which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

SECTION 3. **Annual Election.** At the annual meeting for the election of officers, including the Delegate, and Directors, the vote shall be conducted by ballot. Ballots to be valid must be received by the Secretary before the opening of the meeting. Ballots shall be counted at the meeting by three inspectors of election, to be chosen by the members present at the meeting. 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 of Directors in the manner provided by Article IV, 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 by-laws. A Nominating Committee shall be chosen by the Board of Directors at least 120 days before the annual meeting. The Committee shall consist of five members and two alternates, all members in good standing, no more than two of whom shall be a member of the current Board of Directors. The Board shall name a chairman for the Committee. The Nominating Committee may conduct its business by mail.

- (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 of Directors and a candidate for the Delegate to The American Kennel Club and shall procure the acceptance of each nominee so chosen. The Committee shall then submit its slate of candidates to the Secretary who shall mail the list to each member of the Club at least 90 days before the annual meeting, 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 Secretary and received at his regular address at least 60 days before the annual meeting, signed by five 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, 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) At least 30 days before the annual meeting, the Secretary shall mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, together with a blank envelope and a return envelope addressed to the Secretary marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may 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 the Secretary. The inspectors of election shall check the returns against the list of members in good standing 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 which 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.

## ARTICLE VI

### Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows and companion events including 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. 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.

## ARTICLE VII

### 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 individual member may prefer charges against another individual 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 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 considers the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than 21 days nor more than 42 days thereafter. The Secretary shall promptly send one copy of the charges and the specifications 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 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 hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than 180 days 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 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 of expulsion. 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 Board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret 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 VIII

### Amendments

SECTION 1. Amendments to the constitution and by-laws and to the Standard for the breed 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 90 days of the date when the petition was received by the Secretary.

SECTION 2. The constitution and by-laws, and the Standard for the breed may be amended at any time provided a copy of the proposed amendments has been mailed by the Secretary to each member accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The notice shall specify a date not less than 30 days after the date of mailing by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 3/4 of the members in good standing whose ballots are returned within the time limit shall be required to effect any such amendment.

SECTION 3. 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 it has been approved by the Board of Directors of The American Kennel Club.

## **ARTICLE IX**

### **Dissolution**

SECTION 1. The Club may be dissolved at any time by the written consent of not less than 3/4 of the members. In the event of the dissolution of the Club whether voluntary or involuntary or by the 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 X**

### **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 last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at annual meeting)
- 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:

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

## **ARTICLE XI**

### **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 which they are not inconsistent with these bylaws and any other special rules of order the Club may adopt.

***Revised July 18, 2018.***

*Transcribed 02/07/2014: Transcription of By-Laws from the booklet entitled "The Irish Wolfhound Club of America; Established October 2, 1926; Member, American Kennel Club; By-Laws and Standard of Excellence"*