



CONSTITUTION

ARTICLE I - NAME AND OBJECTIVES

SECTION 1. The name of the Association shall be the Rocky Mountain Irish Wolfhound Association.

SECTION 2. The objectives of the Association shall be:

- (a) to encourage and promote responsible, quality breeding of purebred Irish Wolfhounds 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 Irish Wolfhounds shall be judged;
- (c) to do all in its power to protect and advance the breed in the Rocky Mountain Region by encouraging sportsman-like competition at dog shows, obedience trials and any other dog oriented events; and
- (d) to conduct sanctioned matches and shows under the rules of the American Kennel Club with approval from the Irish Wolfhound Club of America.

SECTION 3. The Association shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Association shall inure to the benefit of any member or individual.

SECTION 4. The members of the Association shall adopt and may from time to time revise such By-Laws as may be required to carry out these objectives.

BY-LAWS

(Revised 1-1-95)

ARTICLE I - MEMBERSHIP

SECTION 1. There shall be three types of membership open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Association.

- a. Active Single Membership. Open to one person eighteen years of age and older who shall have all privileges of the Association including a single vote at all Association meetings and be eligible to hold office.
- b. Active Family Membership. Open to two persons eighteen years of age and older who shall have all privileges of the Association including a single vote per individual in this unit at all Association meetings and be eligible to hold office.
- c. Associate Membership. Open to persons by choice who may not vote nor count in the determination of a quorum, pay a reduced rate of dues and are not eligible to hold office. Upon payment of appropriate additional dues this membership shall automatically become a single or family membership provided the person or persons are over eighteen years of age and accepted for membership on or before December 31, 1994. Associate members admitted after December 31, 1994, must submit a new application to attain Active Single or Family membership. While membership is to be unrestricted as to residence, the Association's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

SECTION 2. Dues. Membership dues shall not exceed \$40.00 for an Active Single Membership, \$50.00 for an Active Family Membership and \$30.00 for an Associate Membership, payable on or before the first day of January each year. No member may vote whose dues are not paid for the current year. During November the Treasurer shall send to each member a statement of the 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 these Constitution and By-Laws, and the rules of the American Kennel Club. The application shall state the name, address, and the occupation of the applicant, and shall carry the endorsement of two members in good standing. Accompanying the application the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Vice President, and each application is to be read at the first meeting of the Association following its receipt. At the next Association meeting the application will be voted upon by secret ballot and affirmative votes of 3/4 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 Association 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 Association upon written notice to the Secretary; but no member may resign while in debt to the Association. Dues obligations are considered a debt to the Association 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 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 whose dues are unpaid as of the opening of the 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. Association Meetings. Meetings of the Association shall be held in the Greater Denver area on such dates and at such hour and place designated by the Board of Directors a minimum of six times per year. Written notice of each meeting shall be mailed by the Secretary at least ten days prior to the meeting. The quorum shall be 20% of the members in good standing.

SECTION 2. Special Association Meetings. Special Association 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 Association who are in good standing. Such special meetings shall be held in the Rocky Mountain region 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 five 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 Association business may be transacted thereat. The quorum for such a meeting shall be 20% of the members or ten members in good standing, whichever is less.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held in the Greater Denver area six to eight times per year at such place, date and hour as may be designated by the Board. Written notice of each such meeting shall be mailed by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. Special Board Meetings. Special meetings of the Board 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 or within the Greater Denver area at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Secretary at least five days and not more than ten days prior to the date of the meeting, or telegraphic notice shall be filed at least three days and not more than five days prior to the date of the meeting. And 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. Voting. Each eligible member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Association at which he is present. Proxy voting will not be permitted at any Association meeting or election. Eligibility to vote is defined under Article I, Section 1, of these By-Laws.

ARTICLE III - DIRECTORS AND OFFICERS

SECTION 1. Board of Directors. The Board shall be comprised of the President, the Vice President, Secretary, Treasurer and four (4) Directors-at-Large, all of whom are members in good standing and who reside in the Rocky Mountain region. The election of Officers and Directors shall take place at the meeting preceding the end of the fiscal year, as provided in Article IV of these By-Laws and shall serve until their successors are elected. General management of the Association's affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers. The Association's officers, consisting of the President, Vice President, Secretary and Treasurer shall serve in their respective capacities, both with regard to the Association and its meetings, and the Board and its meetings.

a. The President shall preside at all meetings of the Association 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. The Vice President shall keep a roll of the members of the Association with their addresses, and notify applicants of their election to membership.

c. The Secretary shall keep a record of all meetings of the Association and of the Board and of all matters of which a record shall be ordered by the Association. The Secretary shall have charge of the correspondence, notify members of their election to membership, notify Officers and Directors of their election to office, keep a roll of the members of the Association with their addresses, and carry out such duties as are prescribed in these By-Laws.

d. The Treasurer shall collect and receive all moneys due or belonging to the Association. The Treasurer shall deposit the same in a bank satisfactory to the Board, in the name of Association. The books shall be at all times open to the inspection of the Board and the Treasurer shall report to them the condition of the Association's finances and receipts or payments not before reported. The Treasurer shall render an account of all moneys received and expended at the last meeting in the 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 combined or held by one person, in which case the Board shall be comprised of the officers and five Directors-at-Large.

SECTION 3. Terms of Office. Officers and Directors shall be elected to one year terms at the Annual Meeting as provided in Article IV. The number of consecutive years an officer of the Association may serve in the same office shall be four years.

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 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 the Board.

ARTICLE IV - THE Association YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1. Association Year. The Association's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Association'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 December 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 his 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 four 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 may be a candidate in a Association election who has not been nominated. During the month of August the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his duty to call a committee meeting which shall be held on or before September 1st.

a. The Committee shall nominate one candidate for each office and four candidates for the four 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 notify each member in writing of the candidates so nominated at least ten days prior to the September/October meeting.

c. Additional nominations may be made at the September/October meeting by any member in attendance 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.

ARTICLE V - COMMITTEES

SECTION 1. The Board may each year appoint standing committees to advance the work of the Association in such matters as dog 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. 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 shall be automatically suspended from the privileges of this Association 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 Association. 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 Association. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Association it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of the hearing by the Board not less than three (3) weeks nor more than six (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 own defense and bring witnesses if he 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 both the complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Association for not more than six (6) 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 fellow-members at the ensuing Association 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.

SECTION 4. Expulsion. Expulsion of a member from the Association may be accomplished only at a meeting of the Association following a Board hearing and upon the Board's recommendation as provided in Section 4 of this Article. Such proceedings may occur at a regular or special meeting of the Association 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 findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. 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. 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 20% 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. The Constitution and By-Laws 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 mailed to each member at least ten days prior to the date of the meeting.

ARTICLE VIII - DISSOLUTION

SECTION 1. Dissolution. The Association may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Association whether voluntary or by operation of law, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association; but, after payment of the debts of the Association, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX - AFFILIATION

SECTION 1. This Association shall petition for membership affiliation under the Irish Wolfhound Club of America.

SECTION 2. This Association shall seek and abide by the guidance and philosophies of the Irish Wolfhound Club of America and the American Kennel Club.

ARTICLE X - ORDER OF BUSINESS AND PARLIAMENTARY AUTHORITY

SECTION 1. At the meetings of the Association, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Reading of Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (at an 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:

- Reading of Minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Unfinished Business
- New Business
- Adjournment

SECTION 3. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special Rules of Order the Association may adopt.