



West Highland White Terrier Club Of Western Canada

Bylaws

DEFINITIONS AND INTERPRETATION

"AGM" means Annual General Meeting;

"Board" means the elected Board of Directors of The West Highland White Terrier Club of Western Canada;

"Board Member" means a member of the elected Board of Directors of The West Highland White Terrier Club of Western Canada;

"Bylaws" means the Bylaws of The West Highland White Terrier Club of Western Canada;

"Chair" used in its usual sense means the Chairperson of the Board or when used in context with a committee means chairperson of the respective committee;

"CKC" means The Canadian Kennel Club;

"Club" means The West Highland White Terrier Club of Western Canada;

"complainant" means any person who has laid a charge or complaint against another person relative to contravention of these Bylaws or the rules, regulations, procedures and policies of the Club;

"defendant" means any person whom or which a charge or complaint has been laid, relative to contravention of these Bylaws or the rules, regulations, procedures and policies of the Club;

"director" means all elected members of the Board of Directors of The West Highland White Terrier Club of Western Canada regardless of position;

"dog" means a purebred dog of either sex, unless context otherwise implies a male purebred dog;

"expulsion" means termination of membership in the Club and depriving the person so expelled from all privileges of the Club;

"majority vote" means a vote of more than fifty (50) percent;

"member" means a member of The West Highland White Terrier Club of Western Canada;

"office" means the Club positions of President, Vice-President, Secretary and Treasurer;

"officer" means the elected members of the Board of Directors of The West Highland White Terrier Club of Western Canada holding the positions of President, Vice-President, Secretary and Treasurer;

"Official Publication" means the publication of the West Highland White Terrier Club of Western Canada called The Westie Wag;

"person" means a member or non-member;

"purebred dog" means a dog registered, or eligible for registration with The Canadian Kennel Club;

"residence" means the place where a person habitually resides;

"SGM" means Special General Meeting;

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“signature” means a person’s original handwritten signature in ink, and “sign”, “signed” and “signing” have corresponding meanings;

“suspend” means that a member is deprived, for the period ordered, of all the privileges of the Club;

“terminate membership” means that a member is deprived of the privileges accorded to members only but does not deprive the person of the privileges accorded to non-members;

“voting member” means a member of the West Highland White Terrier Club of Western Canada who, by virtue of Part 5 of these Bylaws, is entitled to vote.

The interpretation of any Bylaw, rule or regulation, as agreed on by the Board, shall be final and binding but such interpretation shall not contravene the provisions of this Bylaw.

Whenever the context requires, the singular shall include the plural, and the masculine shall include the feminine.

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PART 1 — CLUB REGION

Notwithstanding the official Club name, the Club's Region of operation will be the geographical areas of the provinces of British Columbia and Alberta.

PART 2 — CLUB YEAR

The fiscal and official year of the Club will be based on a calendar year, beginning on the first day of January, and ending on the last day of December.

PART 3 — MEMBERSHIP

1. Eligibility

- (a) While membership is not restrictive to residence, the goal of the Club is to serve the West Highland White Terrier owners, breeders and exhibitors within the Club Region.
- (b) Persons joining between October 1 and December 31 will automatically have their membership carried over until December 31 of the following year.

2. Classes of Membership

There shall be four classes of membership open to all persons who are in good standing with the CKC, and who subscribe to the objectives of this Club.

- (a) **Single:** enjoys all Club privileges including the right to vote and hold office.
- (b) **Associate or Junior:** enjoys all Club privileges except voting and the holding of office and will be offered to
 - (i) persons who wish to remain inactive or,
 - (ii) persons who live outside of the Club Region or,
 - (iii) junior members who are older than 12 years but younger than 19 or,
 - (iv) persons who have purchased a puppy from a member breeder. Under these circumstances the member breeder will sponsor the purchaser of the puppy at no cost to the purchaser or the breeder. The member breeder will provide the Membership Director with the purchaser's details as required on the approved Application for Membership form. This membership will be for one (1) year only.
- (c) **Family:** enjoys all Club privileges including the right to vote and hold office by only one adult member of the family. A family includes all in the same household up to a maximum of 4 persons.
- (d) **Breeder:** enjoys all Club privileges including the right to vote and the holding of office.

3. Dues

- (a) Membership dues shall
 - (i) be determined by the Board each year but shall not exceed \$50.00 annually and,
 - (ii) be payable on or before the first day of January of each year.

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- (b) No member may vote whose dues are not paid for the current year. During the month of November, the Membership Director shall send to each member a statement of dues payable for the ensuing year.

4. Election to Membership

- (a) Each applicant for membership shall apply on a form approved by the Board which shall provide that the applicant pledges to abide by these Bylaws, the Club's Constitution and Code of Conduct, and the rules and Bylaws of the CKC.
- (b) On the Application for Membership form, the applicant shall state his name, address, and contact information and it shall carry the endorsement of a member of the Club in good standing.
- (c) Membership dues for the class of membership that has been selected and for the current year only, shall accompany the application.
- (d) All applications are to be initially mailed to the Membership Director and then forwarded to the Board for review and decision.
- (e) Each Board Member must return a decision to the Membership Director within 2 weeks.
- (f) An absentee vote will be considered to be a positive vote.
- (g) Successful applicants will be contacted by the Membership Director and also have their names published in the next official publication of the "Westie Wag."
- (h) Membership will begin on the day that the application was originally received.
- (i) Rejected applicants will be contacted by the Membership Director.
- (j) Applicants who have been rejected for membership by the Board may not re-apply until six months have passed after the date of the said rejection.

5. Termination of Membership

Membership in the Club may be terminated by any of the following procedures:

- (a) Resignation
 - (i) Any member in good standing may terminate their membership from the Club upon written notice to the Secretary.
 - (ii) There shall be no refund.
- (b) Lapsing
 - (i) Membership will be considered as lapsed and thus automatically terminated, if membership dues remain unpaid as of March 1.
 - (ii) Notwithstanding clause (i), the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases and will be considered on a case-by-case basis.
 - (iii) Under no circumstances will a person be permitted to vote at any Annual General Meeting, Special General Meeting or a meeting of the Board whose dues are unpaid as of the date of that meeting.
- (c) Expulsion

A membership may be terminated by expulsion as provided for in Part 8 of these Bylaws.

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PART 4 — DIRECTORS AND OFFICERS

1. Board of Directors

- (a) The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, Immediate Past President—who shall be a voting member, News Director, Membership Director, and a Provincial Director for the provinces of BC and Alberta, all of whom
 - (i) shall be active members of the Club in good standing and
 - (ii) all of whom shall be elected for one year terms at the Club's annual meeting as provided in Part 5, and
 - (iii) shall serve until their successors are elected.
- (b) General management of the Club's affairs shall be entrusted to the Board.

2. Officers and Board Members

- (a) 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 to the Board and its meetings.
- (b) Officers may not hold any other office within the Club.
- (c) Notwithstanding subsection (b), officers other than the President may hold a temporary post on a committee that has been appointed under Part 7.
- (d) Board Members other than Officers, may hold more than one office if there is not a conflict within these duties.
- (e) No Board member shall serve in the same office for more than two consecutive years,
 - (i) unless there is no one else to fill the position, then the Board may appoint them for one more year or,
 - (ii) with the exception of the offices of Secretary and Treasurer, which may be held by the same person upon majority vote of the members present and voting at the Club meeting at which nominations are presented.
- (f) The President shall
 - (i) preside at all meetings of the Club and of the Board and
 - (ii) have the duties and power normally appurtenant to the office of President in addition to those particularly specified in these Bylaws,
 - (iii) be Officio Absentee for all committees and all committees will report to the president and keep him apprised of all outcomes and decisions made by the committee, as well as giving updates to the President in a reasonable fashion.
- (g) The Vice-President shall have the duties and exercise the powers of the President in case of the Presidents absence.
- (h) The Secretary shall,
 - (i) keep a written record of all meetings of the Club and of the Board, and all matters of which a record shall be ordered by the Club and,
 - (ii) have charge of the correspondence, notify officers and directors of their election to office, keep a roll of the members of the Club with their current mailing addresses and telephone numbers, and carry out such other duties as are prescribed in these Bylaws and,

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- (iii) serve as the Presidents stead when the President and Vice-President are not available.
- (i) The Treasurer shall
 - (i) collect and receive all monies due or belonging to the Club, and shall deposit same in a bank designated by the Board in the name of the Club and
 - (ii) keep the accounts, books and records open at all times to the inspection of the Board, and report their conditions at every meeting along with every item of receipt or disbursement not previously reported and
 - (iii) render a true account of the closing fiscal year's activities at the annual meeting and
 - (iv) be bonded in such amount as the Board shall determine the cost of such bonding to be assumed by the Club.

3. Vacancies

- (a) 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 Board Members at the next regular meeting or at a Special Board Meeting called for that purpose.
- (b) Notwithstanding subsection (a), 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 Secretary until the Board elects a replacement. The time remaining in the term of office so filled shall not be considered when determining the limitation on consecutive years in an office.

4. Limitation on Liability of Board Members

A member of the Board who acts honestly and in good faith is not personally liable because of anything done or omitted in the exercise or intended exercise of any power or the performance or intended performance of any duty of the Board.

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PART 5 — MEETINGS AND VOTING

1. Annual General Meetings

- (a) The Annual General Meeting (AGM) of the Club shall be held within the Club Region in the month of April and on or before the 21st, unless otherwise ordered by the Board.
- (b) Written notice of the AGM shall be electronically mailed by the Secretary to the membership at least fourteen (14) days prior to the date of the meeting.
- (c) The AGM shall be conducted by electronic means.
- (d) The quorum for the AGM shall be twenty (20) percent of the members in good standing.
- (e) If a quorum is not present after ten (10) minutes from the appointed time of the AGM, the meeting will be postponed to another day as directed by the President.
- (f) No person other than members in good standing will be permitted to attend the AGM.

2. Special General Meetings

- (a) Special General Meetings (SGM) shall
 - (i) be called by the President or by the Secretary upon written receipt of a petition signed by at least ten (10) Club members in good standing.
 - (ii) be held within the Club Region.
 - (iii) be called by the Board within thirty (30) days of receiving a petition.
- (b) Written notice of the SGM shall be electronically mailed by the Secretary to the membership at least fourteen (14) days prior to the date of the meeting.
- (c) The notice shall state the purpose of the meeting, and no other Club business shall be transacted there at.
- (d) The SGM shall be conducted by electronic means.
- (e) The quorum for the SGM shall be twenty (20) percent of the members in good standing.
- (f) If a quorum is not present after ten (10) minutes from the appointed time of the AGM, the meeting will be postponed to another day as directed by the President.
- (g) No person other than members in good standing will be permitted to attend the SGM.

3. Meetings of the Board of Directors

- (a) Meetings of the Board shall be held
 - (i) three (3) times annually within the Club Region and,
 - (ii) on or before February 15, June 15 and October 15.
- (b) Written notice of the Board Meetings shall
 - (i) be electronically mailed by the Secretary to the Board Members at least fourteen (14) days prior to the date of the meeting and
 - (ii) contain the time of the meeting, agenda and the conference call phone number for the meeting to be held electronically.
- (c) The quorum for such meetings shall be a simple majority of the Board.
- (d) Minutes of Board Meetings will be posted on the Club website.

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- (e) Board Members must be Club members in good standing to be permitted to participate in these meetings.

4. Special Meetings of the Board of Directors

- (a) Special meetings of the Board may be called by the President or by the Secretary upon receipt of a written request of at least three (3) Board Members.
- (b) Such special meetings shall be held in the Club Region at such time and place designated by the persons authorized herein to call such meetings.
- (c) Written notice of such meetings shall be electronically mailed to all Board Members by the Secretary at least seven (7) days prior to the date of the meeting.
- (d) Any such notice shall state the purpose of the meeting and no other Club business shall be transacted. A quorum for such meetings shall be a simple majority of the Board.

5. Voting

- (a) Each active member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he or she is present.
- (b) Proxy balloting will not be permitted at any Club meeting or election.
- (c) Unless otherwise provided in these Bylaws, voting at any Club meeting will be based on a simple majority.

PART 6 — NOMINATIONS AND ELECTIONS

1. Nominations

- (a) No person may be a candidate in a Club election who has not been nominated.
- (b) During the month of August, the Board shall select a nomination committee consisting of three members, not more than one of whom may be a member of the Board.
- (c) The Secretary shall immediately notify the members of the committee of the Board's selection.
- (d) The President shall name the chairman of the nomination committee, and it shall be his duty to call a nomination committee meeting which shall be held on or before September 1.
- (e) The nomination committee shall work toward finding one candidate for each office, and one candidate for each other position on the Board, and after securing the consent of each nominee, shall immediately report in writing their nominations to the Secretary at least 5 (five) days prior to the October Board Meeting.
- (f) Upon receipt of the nominating committee's report, the Secretary shall immediately notify each member by email of the candidates so nominated.
- (g) Additional nominations may be made at the October Board meeting by any member in attendance, provided the person so nominated does not decline when his name is proposed, and provided further, that
- (h) If the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate.
- (i) No person shall be a candidate for more than one position as an officer or member of the Board except as provided under Part 5, Section 2(c) of these Bylaws.
- (j) No nominations may be made at the Annual General Meeting or in any manner other than as provided in this section.

2. Elections

The nominated candidates receiving the greatest number of votes for each Board position shall be declared elected.

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PART 7 — COMMITTEES

1. Each year the President with the approval of the Board shall appoint Standing Committees to advance the work of the Club in such matters as dog shows and matches, trophies, membership and other fields which may well be served by the formation of a committee.
2. The President will be Officio Absentee for all committees and all committees will report to the president and keep him apprised of all outcomes and decisions made by the committee, as well as giving updates to the President in a reasonable fashion.
3. Special committees may also be appointed by the President with the approval of the Board to assist on particular projects.
4. Any Committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee or appointees.
5. The President with the approval of the Board shall appoint successors to those persons whose service has been terminated.

PART 8 — DISCIPLINE

1. Canadian Kennel Club Suspension

Any member who is suspended from the privileges of the Canadian Kennel Club shall be automatically suspended from the privileges of this Club for a like period.

2. Charges

- (a) Any member shall have the right to lay a complaint against a member for alleged misconduct prejudicial to the best interests of the Club or the breed.
- (b) Complaints shall be submitted in writing along with a deposit of \$25.00 to the Secretary who must file the written complaint in duplicate.
- (c) The deposit of \$25.00 shall be forfeited if such allegations are not sustained by the Board following a hearing.
- (d) The written complaint shall provide sufficient information of the act or omission which forms the grounds for the complaint, so as to allow the Board to properly deal with the issues raised.
- (e) The Secretary shall promptly send a copy of the allegations to each member of the Board or present them at a Board Meeting, and the Board shall first consider whether the actions alleged, if proven, might constitute conduct prejudicial to the best interests of the Club.
- (f) If the Board considers that the allegations do not allege misconduct as set out in subsection (a), it may refuse to entertain jurisdiction.
- (g) If the Board entertains jurisdiction of the allegations it shall fix a date for a hearing by the Board not less than three (3) weeks and not more than six (6) weeks thereafter.
- (h) The Secretary shall promptly send one copy of the allegations 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 defence and bring witnesses if he wishes.

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3. Board Hearing

- (a) 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.
- (b) Should the allegations of misconduct be proven based on the balance of probability, 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 six (6) months from the date of the hearing and
 - (i) if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion and
 - (ii) 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.
- (c) Immediately after the Board has reached a decision, its finding shall be 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.

4. Expulsion

- (a) 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 Part.
- (b) Such proceedings 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 recommendation of expulsion.
- (c) The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting.
- (d) 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 or she wishes.
- (e) The members shall then vote by secret written ballot on the proposed expulsion. A two-thirds ($\frac{2}{3}$) 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.

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PART 9 — AMENDMENTS

1. The Constitution, Code of Conduct and the Bylaws of the Club may be changed, repealed, replaced, added to or otherwise amended
 - (a) to provide clarity without changing the intent, eliminate duplication and ensure that there is uniformity and a logical sequence of numbering and lettering of Parts, sections, subsections and clauses and
 - (b) by complying with the requirements of this Part.
2. Amendments may be proposed
 - (a) by the Board or
 - (b) by written petition
 - (i) signed by twenty (20) percent of the membership in good standing and
 - (ii) forwarded to the Secretary.
3. Amendments proposed by a petition
 - (a) shall be promptly considered by the Board and
 - (b) must be submitted to the members with recommendations of the Board by the Secretary for a vote
 - (i) at either an AGM or SGM and
 - (ii) within three (3) months of the date when the petition was received by the secretary.
4. Amendments to the Constitution, Code of Conduct and the Bylaws of the Club shall be made by a two-thirds ($\frac{2}{3}$) vote of the members present and voting at an AGM or SGM called for such purpose provided
 - (a) a notice of an SGM has been mailed to each member at least two (2) weeks prior to the date of the meeting and
 - (b) the proposed amendments have been included in the notice.

PART 10 — DISSOLUTION

1. The Club may be dissolved at any time by the written consent of not less than two-thirds of the members.
2. In the event of the dissolution of the Club other than for the purpose of reorganization, whether voluntary or involuntary or by operation of the law
 - (a) none of the property of the Club nor
 - (b) any proceeds thereof nor
 - (c) any assets of the Club shall be distributed to any members of the Club.
3. Notwithstanding Section 2, after payment of the debts of the Club, its property and assets shall be donated to a charitable organization(s) for the benefit of dogs selected by the Board.

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PART 11 — ORDER OF BUSINESS

1. Annual General Meetings

At these meetings, the order of business, so far as the character and nature of the meeting may permit, shall be as follows and in accordance with Robert's Rules of Order:

- (a) Roll Call
- (b) Minutes of Last Meeting
- (c) Report of President
- (d) Report of Secretary
- (e) Report of Treasurer
- (f) Reports of Committees
- (g) Election of Officers and Board (at annual meeting)
- (h) Election of new members
- (i) Unfinished business
- (j) New business
- (k) Adjournment

2. Board of Directors Meetings

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

- (a) Reading of minutes of last meeting
- (b) Report of Secretary
- (c) Report of Treasurer
- (d) Reports of Committees
- (e) Unfinished Business
- (f) New Business
- (g) Adjournment

PART 12 — PARLIAMENTARY AUTHORITY

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.