

CONSTITUTION

These Bylaws are subject to and governed by the State of Washington Nonprofit Corporation Act and the Articles of Incorporation of the Northwest Rat Terrier Association. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Washington State Nonprofit Corporation Act, the Washington State Nonprofit Corporation Act will be controlling.

ARTICLE I Name and Objects

SECTION 1. The name of the club shall be Northwest Rat Terrier Association also known in abbreviated form as NWRTA.

SECTION 2. The objects of the club shall be:

- a) to encourage and promote quality in the breeding of purebred rat terriers 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 (AKC) as the only standard of excellence by which rat terriers shall be judged;
- c) to do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition in all canine related competitive events;
- d) to conduct sanctioned matches, specialty shows, obedience trials, agility trials, field trials, and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club;
- e) to provide educational opportunities for club members, exhibitors, judges, breeders, and all other canine enthusiasts and owners to learn about the rat terrier, including care, training, health testing, and breeding, to promote the humane treatment of canines, and to learn about participation in American Kennel Club events.

SECTION 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

SECTION 4. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

BYLAWS

ARTICLE I Membership

SECTION 1. Eligibility. There shall be 5 types of membership open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. Additionally, Junior memberships are available for minors ages 9 to 17.

- a) *Regular (Individual)* — Enjoys all club privileges including the right to vote and hold office.
- b) *Household* — Two (2) adult members residing in the same household, each eligible to vote and hold office.
- c) *Associate*— Entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club's area; as well as to individuals who live in the club's area but are not active).
- d) *Honorary* — An individual who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues and are not eligible to vote, but can maintain regular (or household) membership if they pay dues.
- e) *Life* — For those individuals who have been members for a long period of time (usually 20+ years); Life members pay no dues but are eligible to vote and hold office.
- f) *Junior* — Open to anyone between 9 and 17 years of age; a non-voting/non office holding membership which may automatically convert to regular membership at age 18.

While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its immediate area. The territory for the Northwest Rat Terrier Association is a focal point of the greater Seattle, WA area (including communities in proximity of Route 5 north to Mount Vernon, WA and south to Centralia, WA.)

SECTION 2. Dues. Membership dues shall not exceed \$100 per year, payable on or before the 1st day of January of each year. Dues shall be set by the board in February for the following year. No member may vote whose dues are not paid for the Financial/Fiscal year. During the month of December the Treasurer shall send to each member a statement of dues for the Financial/Fiscal year.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the board of directors ("Board" or "the Board") and which shall provide that the applicant agrees to abide by the constitution and bylaws and the rules and regulations of The American Kennel Club. Accompanying the application, the prospective member shall submit dues payment for the Financial/Fiscal year.

All applications for membership shall be filed with the Secretary. Each membership application shall be voted upon by secret electronic ballot following the next meeting of the membership. An affirmative vote of 2/3 of the voting members in good standing that return valid electronic ballots within the time frame predetermined by the Board shall be required to elect the applicant.

Applicants for membership who have been rejected by the club can reapply six months after the date of rejection.

SECTION 4. *Termination of Membership.* Memberships may be terminated in accordance with State Law:

- a) *by resignation.* Upon written notice to the Secretary.
- 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 Financial/Fiscal year; however, the Board may grant an additional *30 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 bylaws.

ARTICLE II **Meetings and Voting**

SECTION 1. *Club Meetings.* Meetings of the club may be held quarterly, or as frequently as is necessary, by methods in accordance with State Law – such as electronic, virtual, teleconference or methods as may be developed, or in the club's approved territory, a focal point of the greater Seattle, WA area (including communities in proximity of Route 5 north to Mount Vernon, WA and south to Centralia, WA), if meetings are held in-person, as may be designated by the Board. Written notice of each such meeting shall be sent as required by State Law such as via USPS and/or via email by the Secretary as required by State Law ten (10) days prior to the date of the meeting. The quorum for such meetings shall be twenty (20) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

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 and voting at any regular or special meeting of the Board; and may also be called by the Secretary upon receipt of a petition signed by five (5) members of the club who are in good standing. Such special meetings shall be held by methods in accordance with State Law – such as electronic, virtual, teleconference or methods as may be developed, or in the club's approved territory, a focal point of the greater Seattle, WA area (including communities in proximity of Route 5 north to Mount Vernon, WA and south to Centralia, WA), if meetings are held in-person as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent as required by State Law such as via USPS and/or via email by the Secretary ten (10) days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting shall be (20) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

SECTION 3. *Board Meetings.* Meetings of the Board may be held each month or as frequently as is necessary in the the club's approved territory, a focal point of the greater Seattle, WA area (including communities in proximity of Route 5 north to Mount Vernon, WA and south to Centralia, WA), if held in person, or by methods in accordance with State Law – such as electronic, virtual, teleconference or methods as may be developed as designated by the Board. Written notice of each such meeting shall be sent as required by State Law such as via USPS and/or via email by the Secretary ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. Non-voting members do not count towards the determination of a quorum.

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 by methods in accordance with State Law – such as electronic, virtual, teleconference or methods as may be developed or in the club's approved territory, a focal point of the greater Seattle, WA area (including communities in proximity of Route 5 north to Mount Vernon, WA and south to Centralia, WA), if held in-person, designated by the person authorized herein to call such meeting.

Written notice of such meeting shall be sent as required by State Law such as via USPS and/or via email by the Secretary ten (10) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board. Non-voting members do not count towards the determination of a quorum.

SECTION 5. Voting Each member in good standing whose dues are paid for the Financial/Fiscal year shall be entitled to one vote at any meeting of the club at which the member is present. The board may decide to submit questions for decision of the members by secret written ballot cast in accordance with AKC's procedure on Electronic Balloting. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III **Directors and Officers**

SECTION 1. Board of Directors. The Board shall be comprised of the officers and three to five (3-5) other persons, all of whom shall be members in good standing and all of whom shall be elected for (1)-year terms in November as provided in Article IV, shall take office the following January, and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the Board.

SECTION 2. Officers. The club's officers, consisting of the President, Vice President, 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 to the office of President in addition to those particularly specified in these bylaws.
- (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) The Secretary shall keep a record of all meetings of the club and of the Board and of all matters of which a record shall be ordered by the club; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, which shall be sent to any member in good standing, upon written request, once every club year, and carry out such other duties as are prescribed in these bylaws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited 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 a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.

(e) The offices of Secretary and Treasurer may be held by the same person; in which case the Board shall be comprised of six to eight (6-8) persons.

SECTION 3. Assistant(s). One (1) or more persons may be appointed by the Board of Directors to assist the officers listed above in the performance of their duties. The assistant shall be non-voting in board meetings.

SECTION 4. Vacancies. Any vacancies in the Board arising at any time and from any cause, including the resignation or removal of a director, shall be filled at any meeting of the Board by the affirmative vote of the majority of the directors then in office, although less than a quorum, or sole remaining director. Each director so elected shall hold office for the unexpired portion of the term of that office. However, a vacancy in the office of President arising at any time and from any cause, including resignation or removal, shall be filled by the Vice President for the unexpired portion of the term of that office.

ARTICLE IV **The Club's Financial/Fiscal Year, Annual Meeting, Elections, Official Year**

SECTION 1. Financial/Fiscal Year. The Financial/Fiscal year shall begin on the first day of January and end on the last day of December.

SECTION 2. Annual Meeting. The annual meeting shall be held in the month of March.

SECTION 3. Nominations. The Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committeepersons and alternates of their selection. The Board shall name a chair for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before September 15.

- a) The committee shall nominate at least one candidate for each office, and positions on the Board, and shall procure the acceptance of each nominee so chosen and shall immediately report their nominations to the Secretary by email and no later than 11:59 pm pacific time on October 7.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall, notify each member in writing of the candidates so nominated.
- c) Additional nominations, with the nominee's acceptance included, may be made by email to the secretary timestamped no later than 11:59 pm pacific time on October 15. No person may be a candidate for more than one position.
- d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.
- e) Ballots must be received through the secret electronic balloting system no later than 11:59 pm pacific time on November 15. Ballots received after 11:59 pm pacific time on November 15 will not be counted.

SECTION 4. *Elections.* The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three (3) nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. If no valid additional nominations are received on or before October 15 at 11:59 pm pacific time the Nominating Committee's slate shall be declared elected and no balloting will be required. Any uncontested position should be automatically elected.

SECTION 5. *Club's Official Year.* The club's Official Year shall begin January 1 at which time the newly elected board shall be seated and will serve through the end of that year.

ARTICLE V Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the club. Such committees shall always be subject to the final authority of the Board.

SECTION 2. Any committee appointment may be terminated by a majority vote of the 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 any of the privileges of The American Kennel Club shall be suspended from the privileges of this club for a like period. American Kennel Club suspensions are published on the Secretary's page of the *AKC Gazette*.

SECTION 2. Violations of the AKC Code of Sportsmanship, the NWRTA Code of Conduct, NWRTA Bylaws, or state or federal law are subject to charges, as described in the following section.

SECTION 3. *Charges.* An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written notarized charges containing specific facts signed under oath ("Charges") must be filed in duplicate with the Secretary together with a deposit of fifty dollars (\$50) which shall be forfeited if such charges are not sustained or entertained by the Board. The Secretary shall promptly send a copy of the Charges to each Board member or present them at a Board meeting. 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 which would be prejudicial to the best interests of the club, 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 or a committee appointed by the Board not less than one (1) week nor more than four (4) weeks thereafter. The Secretary shall promptly send one copy of the Charges to the accused member by certified mail return receipt requested, or other form of receipted or acknowledged delivery and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer.

SECTION 4. Board Hearing. If the Board has a hearing, the Board or a committee appointed by the Board may hear the charges. The Board or the Board's appointed committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the Board or Board's appointed committee may by a majority vote of those present reprimand or suspend the accused from all privileges of the club for not more than six months from the date of the hearing. And, if the Board or the Board's appointed committee deems that punishment insufficient, it may also recommend the penalty be expulsion. Immediately after the Board or the Board's appointed committee 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 or the Board appointed committee's decision and penalty, if any.

SECTION 5. Expulsion. The members shall 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 VII Amendments

SECTION 1. Amendments to the constitution and bylaws may be proposed by the Board or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and bylaws may be amended at any time, provided a copy of the proposed amendment has been sent in accordance with AKC's procedure on Electronic Balloting by the Secretary to each member in good standing on the date the ballot is sent, accompanied by a secret ballot on which a choice for or against the action to be taken shall be indicated. Notice with such ballot shall specify a date not less than 30 days after the date sent, by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

ARTICLE VIII Dissolution

SECTION 1. The club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing *and in accordance with State Law*. 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 unless otherwise prohibited by State Law.

ARTICLE IX **Order of Business**

SECTION 1. The order of business shall be as follows:

- a) Call to Order
- b) Reading and Approval of Minutes
- c) Reports of Officers, Boards, and Standing Committees
- d) Reports of Special (Select or Ad Hoc) Committees
- e) Special Orders
- f) Unfinished Business and General Orders
- g) New Business

ARTICLE X **Parliamentary Authority**

SECTION 1. The rules contained in the current edition of "*Robert's Rules of Order, Newly Revised*," shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.

AKC POLICIES

For the most updated information on AKC policies, as well as frequently asked questions and answers, please visit: http://www.akc.org/clubs/club_relations/index.cfm.

GLOSSARY

Member in good standing — An individual who is not suspended by The American Kennel Club or their Club and whose dues for the year are already paid.

Types of Membership (must be defined in Article I, Section 1- non-voting types of membership do not count toward determination of a quorum):

Regular (Individual) — Enjoys all club privileges including the right to vote and hold office.

Household — Two (2) adult members residing in the same household, each eligible to vote and hold office.

Foreign (usually for parent clubs) — for those individuals who are not U.S. residents (or its territories and possessions). Shall be entitled to all club privileges except voting and office holding.

Associate or Newsletter — Entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club's area; as well as to individuals who live in the club's area but are not active).

Junior — Open to minors under 18 years of age; a non-voting/non office holding membership which may automatically convert to regular membership at age 18.

Honorary — An individual who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues and are not eligible to vote, but can maintain regular (or household) membership if they pay dues.

Life — For those individuals who have been members for a long period of time (usually 20+ years); Life members pay no dues but are eligible to vote and hold office.

Outreach Membership — For those individuals new to the Sport of Dogs, at least 18 years of age, who are interested in further advancing their knowledge of dogs, The American Kennel Club and the Sport of Dogs. This is a non-voting, non- office holding membership which entitles the member to participate in all other club activities.

Uppermost limits for dues — In order to avoid frequent bylaw amendment, an uppermost limit (i.e. — Dues shall not exceed \$____) should be included for each type of membership, in addition to when and by whom the dues are set each year.

Reprimand — A written warning to a member after charges have been filed in accordance with the bylaws, and it is determined that the member's conduct was not severe enough to warrant a suspension or a recommendation for expulsion.

Notices — All club notices must be sent either via the US Postal Service or e-mail in accordance with current AKC policy or in accordance with State Law.

Delegate Duties — For AKC member clubs only, the general duties of the Delegate must be listed.

Votes on Bylaw Amendments — After amendments are voted upon, the club must provide AKC with the number of members in good standing as well as the date of the vote, and the number who voted for and against. A copy of the revised document must be submitted to AKC as soon as it is printed along with the date of the vote, the percentage of membership that voted and the breakdown of the vote.