

IRISH WOLFHOUND ASSOCIATION OF THE WEST COAST, INC.

Est. 1940

Constitution and By-Laws

as of June 1, 2022

CONSTITUTION

NAME AND OBJECTS

SECTION 1. The name of the club shall be the IRISH WOLFHOUND ASSOCIATION OF THE WEST COAST, INC.

SECTION 2. The object of the Association shall be:

- a. To promote the humane care, wellbeing and responsible breeding of Irish Wolfhounds through education, and club activities, and to aspire to bring their natural qualities to perfection;
- b. To encourage members and breeders to accept and adhere to 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 guard against commercial exploitation of Irish Wolfhounds and support rescue efforts as needed;
- d. To do all in its power to protect and advance the interests of Irish Wolfhounds by encouraging sportsman-like conduct at dog shows, obedience and field trials, and all IWAWC events and activities;
- e. To conduct sanctioned matches and Irish Wolfhound specialty shows and other activities for which the Club is eligible under the rules of the AKC. In addition, to conduct other Club activities for members and their hounds for the purpose of providing recreation, education, socialization and training opportunities.

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

BY-LAWS

**ARTICLE I
MEMBERSHIP**

SECTION 1. ELIGIBILITY & Definitions. An individual who is in good standing with The American Kennel Club is eligible to become a member of The Irish Wolfhound Association of the West Coast.

There shall be four classes 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 objects of this Association.

Individual – Enjoys all Association privileges including the right to vote and hold office.

Household – Two (2) adult members residing in the same household enjoy all Association privileges and each Household Member has the right to vote and hold office.

Associate (Newsletter) – Entitled to all Association privileges except voting and office holding.

Member Emeritus – Awarded at IWAWC Board discretion to selected members who have made long term contributions to the Association. Enjoys all Association privileges including the right to vote and hold office and the Member Emeritus pays no dues.

Membership is to be unrestricted as to residence. It shall be the duty of every member of the Association to forward the interests of the breed and the Association and strive to promote honorable dealings in canine matters.

SECTION 2. DUES. Membership dues shall not exceed \$45.00 per year for Individual members, \$50.00 per year for Household members, and \$30.00 per year for Associate members. Dues are payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the first week of November, the Membership Chairperson shall send to each member a statement of dues for the ensuing year. Annual dues within these limits shall be established by the Board of Directors; however, any increases to dues, as may be approved by the Board, may only increase the annual dues by a maximum of \$5 per member class in any given increase.

SECTION 3. ELECTION TO MEMBERSHIP. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the constitution and by-laws and the rules of The American Kennel Club. The application shall state the name, address and occupation of the applicant and, for Individual and Household applicants, it shall carry the endorsement of two members not of the same household. Accompanying the application, the prospective member shall submit dues payment for the current year. Applicants in November and December are considered to have paid their dues through the next year.

All applications are to be filed with the Secretary. Applicants may be elected at any meeting of the Board of Directors or by a vote of the Directors via any authorized means. Affirmative votes of a simple majority of the entire Board voting, shall be required to elect an 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.
- b. By lapsing. A membership will be considered as lapsed if such member's dues remain unpaid 60 days after the first day of January. Lapsed members may not vote and will not receive a newsletter. If a member pays the dues before the end of April, their reinstatement shall be automatic. After May 1 of the year, a member who has not renewed must request reinstatement from the Board. Reinstatement is subject to such terms and conditions as the Board finds equitable in the circumstances. Refer to Article 2, Section 7 regarding voting. Any member who does not renew during the fiscal year must reapply for membership.
- c. By expulsion. A membership may be terminated by expulsion as provided in Article VI of these by-laws.

ARTICLE II MEETINGS

SECTION 1. ANNUAL GENERAL MEETING.

The Annual General Meeting of the Association shall be held within two weeks of the annual election, at such hour and place as may be designated by the Board of Directors. The Association shall notify all members at least 30 days prior to the date of the meeting, and shall provide the meeting agenda to the members at some point prior to the date of the meeting. The meeting agenda will include reports to the Association about the past year's activities and will provide members an open forum to address their thoughts and concerns to the Board of Directors. The quorum for such a meeting shall be 20% of the members in good standing. The meeting may be in person, electronic or a combination of the two and shall be designed to encourage the maximum member participation. New business introduced for vote of the membership must be received by the Secretary in writing, in the form of a motion, no later than 15 days before the date of the meeting. The motion shall be limited to a single question answerable by ye or nay. Any such motions will be sent out as part of the agenda so that every member is afforded notice of the motion to be decided and can participate if they so choose. New motions introduced at the meeting will be placed on the agenda for a following meeting, or the moving party may seek to call a Special Association meeting as described in Section 2.

SECTION 2. SPECIAL ASSOCIATION MEETINGS. Special Association meetings may be called by (i) the President; or (ii) by a majority vote of the members of the Board who are either present at the meeting of the Board, or who vote by any other authorized means; or (iii) by the Secretary upon receipt of a petition signed by 20% of the members of the Association who are in good standing. Such meetings shall be held at such hour and place as may be designated by the Board of Directors. Notice of such meeting shall be provided by the Secretary at least 10 days and not more than 20 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and that no other business may be transacted. The quorum for such a meeting shall be 20% of the members in good standing. The meeting may be in person, electronic or a combination of the two and shall be designed to encourage the maximum member participation.

SECTION 3. ASSOCIATION ACTION WITHOUT MEETING. A member may submit a petition to the Association Secretary to propose a motion for the membership's consideration. The motion shall be limited to a single question answerable by a Yea or Nay. The petition must be signed by at least 20% of the Association's voting membership. The Secretary shall distribute a written ballot to the entire voting membership by the method each member has approved for notification. The ballot shall present the motion for vote and shall be distributed within two weeks of the petition's receipt and validation by the Secretary. Members shall have thirty (30) days from the date of distribution to return the ballot to the Secretary. Receipt date shall be determined by sending date validated by the email or a USPS postmark. The minimum number of ballots cast must be at least 20% of the voting membership and the motion shall pass if a majority of votes cast are in favor of the motion.

SECTION 4. BOARD MEETINGS. There shall be at least four meetings of the Board of Directors that shall be held at such times and places as are designated by a majority vote of the entire Board. Notice of such meeting shall be provided by the Secretary to each member of the Board at least 10 days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board. To encourage members of the Association to attend a Board Meeting, the Secretary shall announce the place, date and time of the meeting to all members. Association members may not vote at Board meetings.

SECTION 5. SPECIAL BOARD MEETINGS. Special meetings of the Board may be called by the President, or 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 at such place, date and hour as designated by the person authorized herein to call such a meeting. Notice of such meeting shall be provided by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and that no other business shall be transacted. A quorum for such a meeting shall be a majority of the Board.

SECTION 6. BOARD ACTION WITHOUT MEETING. Any action of the Board of Directors may be taken without a meeting if all members of the Board shall consent in writing to the action. Written consents shall be filed with the minutes of the Board proceedings.

SECTION 7. VOTING. Each member in good standing whose dues are paid for the current year shall be entitled to one vote on any ballot that results from a petition for Association action without a meeting, or at any General or Special Meeting of the Association at which the member is in attendance, except that no member whose dues are unpaid 45 days before the annual election may vote in the annual election. Proxy voting will not be permitted at any Association meeting or election, or at any Board Meeting.

SECTION 8. NOTIFICATION. Notification may be provided by any means of communication that suits the needs of the Association, including US mail, electronic mail or other communication methods available, which complies with individual member's communications preferences on file with the Association Secretary. All means of communication are anticipated to occur on the same date, but should there be a variance, the date of the latest notification shall be the notification date.

**ARTICLE III
GOVERNANCE**

SECTION 1. GENERAL CORPORATE POWERS. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitations, in the articles of incorporation and these by-laws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. All Board members shall be eligible to vote at Board meetings. All actions or decisions by the Board shall require a majority vote of the Board per the quorum requirements above.

SECTION 2. BOARD OF DIRECTORS. The Board shall be comprised of the President, Vice President, Secretary, Treasurer (all of whom shall be elected for one-year terms), and five other persons, all of whom shall be elected for two-year terms (three to be elected in odd years and two to be elected in even years), at the Association's Annual Meeting as provided in Article IV and shall serve until their successors are elected. The immediate Past President shall serve in a non-voting capacity on the Board of Directors, if willing. If two members of the same family are serving on the Board at the same time, only one may be allowed to be a signatory on the Association's banking accounts.

SECTION 3. OFFICERS. The Association's officers shall consist of the President, Vice-President, Secretary, and Treasurer. Each of these officers shall have one vote on any motion.

- 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.
- 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 and by the Board of Directors. The Secretary 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 Association with their addresses, and carry out such other duties as are prescribed in these by-laws.
- d. The Treasurer shall collect and receive all monies due or belonging to the Association. He or she shall deposit the same in a book designated by the Board, in the name of the Association. The Treasurer's book shall at all times be open to the inspection of the Board and the Treasurer shall report to them at every meeting the condition of the Association's finances and every item of receipt or payment not before reported; and at the annual meeting shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

SECTION 4. VACANCIES. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all of the then members of the Board at its first regular meeting following the creation of such a 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 Vice-President, and the resulting vacancy in the office of Vice-President shall be filled by the Board.

**ARTICLE IV
ASSOCIATION YEAR AND ANNUAL ELECTION**

SECTION 1. ASSOCIATION YEAR. The Association's fiscal year shall begin on the first day of January and end on the thirty-first 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 meeting.

SECTION 2. ANNUAL ELECTION. The Annual Election, 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, shall take place in July of each year. The new Board shall take office immediately upon the announcement of their election at the Annual General Meeting, 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 for each Officer position receiving the greatest number of votes shall be declared elected. The nominated candidates for Director positions on the Board who receive the greatest number of votes for Directorships open for election shall be declared elected. In the event the election results in a tie for any candidates for any office or for the candidates for the Board of Directors, the respective candidates involved shall draw straws with the shortest straw (or straws) determining the successful candidate (or candidates).

SECTION 4. NOMINATIONS. No person may be a candidate in an Association election who has not been nominated. During the sixth month before the annual meeting, the Board shall select a nominating committee consisting of three members, not more than one of whom shall be a member of the Board. In addition, the Board shall select two alternates who shall serve as substitutes should one of the members be unable or unwilling to complete the committee assignment. The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a chairperson of the Committee and it shall be his/her duty to call a committee meeting which shall be held on or before the last day of the fourth month prior to the annual meeting.

- a. The Committee shall nominate at least one candidate for each Officer or Director position of the Board then subject for election, 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, within 21 days, notify, in accordance with Article II Section 8, each member of the Association of the candidates so nominated
- c. Additional nominations may be made by a written document signed by five members in good standing received by the Secretary, together with a written expression of willingness to serve signed by the nominee or nominees in question. The petition must be received by the Secretary within 30 days of the notification described in Section 4b of the nominations made by the nominating committee. The Secretary shall notify the membership of any such additional nominees no later than 45 days prior to the annual meeting.
- d. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.
- e. Ballots: Ballots will be distributed to each member 30 days prior to the annual election. It shall be at the discretion of the Board to determine if voting shall be by US Mail or an electronic method. Voting shall be secret whichever method is used.

ARTICLE V COMMITTEES

SECTION 1. The Board may each year appoint standing committees to advance the work of the Association in such matters as specialty shows, obedience trials, field trials, trophies, annual prizes, membership and other fields which may well be served by committees. The Board may choose the chairperson for any of these committees or it may allow a committee to select its own chair. When appointing a committee, the Board may choose to only select a chairperson and allow the chairperson the ability to select the committee members. Such committees shall always be subject to the final authority of the Board. Special (Ad Hoc) committees may also be appointed by the Board to aid it on particular projects and that committee shall disband at the completion of their assignment unless extended by the Board.

SECTION 2. Any committee or individual committee member may be terminated by a majority vote of the full membership of the Board upon written notice to the committee and/or member; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI DISCIPLINE

SECTION 1. AMERICAN KENNEL CLUB SUSPENSION. Any member who is suspended from the privileges of The American Kennel Club automatically shall be suspended from the privileges of this Association for a like period.

SECTION 2. CHARGES. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Association or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$100.00 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 or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Association or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, the Board shall fix a date of a hearing by the Board not less than three weeks or more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail and the email address on file with the Secretary (if any) together with a notice of the hearing and an assurance that the defendant may personally appear on his/her own defense and bringing witnesses if desired.

SECTION 3. BOARD HEARING. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present suspend the defendant from all privileges of the Association for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his 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. The hearing may be conducted and recorded via electronic methods.

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 3 of this Article. Such proceedings may occur at a regular or special meeting of the Association, including electronic methods, 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 or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf if he or she 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 twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and by-laws may be amended by a 2/3 vote of a quorum as defined in Article II, Section 1. The voting may be by mail, or at any regular or special meeting called for the purpose as set forth in Article II. The proposed amendment(s) must be included in the notice of the meeting mailed or emailed according to the members' consent to each member at least 10 days and not more than 20 days prior to the date of the meeting.

ARTICLE VIII DISSOLUTION

SECTION 1. DISSOLUTION.

In the event of the dissolution of the Association whether voluntary or involuntary 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 ORDER OF BUSINESS

SECTION 1. At 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
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- 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/Approval of minutes of last meeting
- Report of the President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of New Members
- Unfinished business
- New business
- Adjournment

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