

CONSTITUTION

ARTICLE I. NAMES AND OBJECTIVES

Section 1. The name of the Club shall be Gateway Terrier Association

Section 2. The objectives of the Club shall be:

- a) To further the advancement of and quality in breeding of all terrier breeds;
- b) To do all in its power to protect and advance the interests of
 - Dog shows
 - Obedience trials
 - Tracking tests
 - Other events for which the club is eligible

And to encourage sportsmanlike competition at such events; and

- c) To conduct
 - Sanctioned matches
 - Dog shows
 - Obedience trials
 - Tracking tests
 - Other events for which the club is eligible

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

Section 4. The members of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objectives.

BYLAWS

ARTICLE I. MEMBERSHIP

Section 1. There shall be five 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 Club. These types of memberships shall be:

- a) Regular. Enjoys all Club privileges including the right to vote and hold office.
- b) Associate. Entitled to all privileges except voting and office holding. Applications do not require sponsors or approval process applicable to prospective regular applicants.
- c) Foreign. Individuals are non-U.S.A. residents and are entitled to all privileges except voting and office holding. Applications do not require sponsor or approval process applicable to prospective regular applicants.
- d) Honorary. Pay no dues, and are not eligible to vote or hold office. However, such members can maintain a Regular membership if they pay dues.
- e) Lifetime. For those individuals who have been members for 25 years. Lifetime members pay no dues but are eligible to vote.
- f) Junior. Open to persons 10 through 17 years of age. Junior members cannot vote or hold office and may automatically convert to Regular membership upon reaching their eighteenth (18) birthday.

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.

Section 2. DUES.

Membership dues shall not exceed \$75.00 per year, set by the Board of Directors, payable on or before the first day of June of each year. No member may vote whose dues are not paid for the current year. During the month of March the Treasurer shall send to each member a statement of dues for the ensuing year. When Regular members' dues reach \$15.00 or more, all Non-Regular member dues shall be reduced by 20% of the Regular dues set by the Board of Directors. The annual cost of the dues will be noted on the membership form.

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 Bylaws and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant

and it 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 Secretary and each application is to be read at the first meeting of the club following its receipt. At the next club meeting the application will be voted upon and affirmative votes of three-fourths (3/4) of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not reapply within six (6) 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 Club upon written notice to the Secretary, but no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.
- b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety (90) days after the first day of the fiscal year; however, the Board of Directors may grant an additional ninety (90) days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II. MEETINGS AND VOTING

Section 1. CLUB MEETINGS

Meetings of the Club shall be held a minimum of four times a year or as needed. Meetings will be held within the Greater St. Louis area at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least ten (10) days prior to the date of the meeting. Notice delivered via Email may be substituted for members with Email addresses. The quorum for such meetings shall be twenty percent (20%) of the members in good standing.

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 of Directors who are present and voting at any regular or special meeting of the Board of Directors, and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held within the Greater St. Louis area at such place, date and hour as may be designed by the person or person authorized herein to call such meetings. Written

notice of such a meeting shall be mailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meetings and said notice shall state the purpose of the meeting and no other Club business may be transacted thereat. Notice delivered via Email may be substituted for members with Email addresses. The quorum for such a meeting shall be twenty percent (20%) of the members in good standing.

Section 3. BOARD OF DIRECTORS MEETINGS

Meeting of the Board of Directors shall be held a minimum of four times a year or as needed. The meeting will be held within the Greater St. Louis area at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least five (5) days prior to the date of the meeting. Notice delivered via Email may be substituted for members with Email addresses. The quorum for such a meeting shall be a majority of the Board of Directors.

Section 4. SPECIAL BOARD OF DIRECTORS MEETINGS

Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary upon receipt of a written request signed by at least three (3) members of the Board of Directors. Such special meetings shall be held within the Great St. Louis 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 (5) days and not more than 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. Notice delivered via Email may be substituted for members with Email addresses. The quorum for such a meeting shall be a majority of the Board of Directors.

Section 5. VOTING

Each member in good standing eligible to vote whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III. DIRECTORS AND OFFICERS

Section 1. BOARD OF DIRECTORS

The Board of Directors shall be comprised of the officers and three (3) other persons, all of whom shall be members in good standing and all of whom shall be elected for two-year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors. The Directors terms shall be staggered.

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 of Directors, 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, 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 of Directors, 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 Treasurer shall be bonded in such amount as the Board of Directors shall determine.
- e) The offices of Secretary and Treasurer may be held by the same person, in which case the Board shall be comprised of six (6) persons.

Section 3. VACANCIES

Any vacancies occurring on the Board of Directors or among the offices 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 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 of Directors.

ARTICLE IV. THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

Section 1. CLUB YEAR

The Club's fiscal year shall begin on the first day of June and end on the last day of May. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

Section 2. ANNUAL MEETING

The annual meeting shall be held in the month of May, at which officers and Directors for the ensuing year shall be elected by secret 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 the 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 three 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 Club election who has not been nominated. During the month of February, the Board of Directors 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 of Directors. 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 such person's duty to call a committee meeting, which shall be held on or before March 15.

- a) The committee shall nominate one candidate for each office and 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 or by email of the candidates so nominated.
- c) Additional nominations may be made by April 30 by any member, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one (1) position.
- 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 of Directors may, each year, appoint standing committees to advance the work of the Club 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 automatically shall be suspended from the privileges of this Club 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 Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$200, which shall be forfeited if such charges are not sustained by the Board of Directors following a hearing. The Secretary shall promptly send a copy of the charge to each member of the Board of Directors or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. 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 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 of Directors shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, reprimand or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. And, if deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board of Directors 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 Club may be accomplished only at a meeting of the Club following a Board of Directors hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty (60) days but not earlier than three (3) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds (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 of Directors or by written petition addressed to the Secretary signed by twenty (20) 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 (3) months of the date when the petition was received by the Secretary.

Section 2. The Constitution and Bylaws may be amended by a two thirds (2/3) secret vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE VIII. DISSOLUTION

Section 1. The Club may be dissolved at any time by the written consent of not less than two thirds (2/3) of the members. 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 shall be distributed to any members of the Club, but, after payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs, selected by the Board of Directors.

ARTICLE IX. ORDER OF BUSINESS

Section 1. Club meetings

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of Officers and Board (Annual Meeting in May)
- Election of new members
- Unfinished business
- New business
- Adjournment

Section 2. At meetings of the Board of Directors, 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
- Reports of committees
- Unfinished business
- New business
- Adjournment

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.

AMENDMENTS

The following amendments to the Gateway Terrier Association Bylaws were proposed as presented to The American Kennel Club and duly notified in a meeting notice and passed on December 6, 2003:

- **ARTICLE I MEMBERSHIP**
 Section 1. Change “six” to “five”
 Section 1. Remove “ 18 years of age and older”
 Section 1. C. Foreign. Delete “After a period of time (one year) the person may apply for regular or household membership as outlined in the Bylaws”
 Section 2. Add “The annual cost of the dues will be noted on the membership form”
- **ARTICLE II MEETINGS AND VOTING**
 Section 1. Change “each month” to “minimum of four times a year or as needed”
 Section 1. Add “Notice delivered via Email may be substituted for members with Email addresses”.
 Section 2. Add “Notice delivered via Email may be substituted for members with Email addresses”.
 Section 3. Change “each month” to “minimum of four times a year or as needed”
 Section 3. Add “Notice delivered via Email may be substituted for members with Email addresses”.
 Section 4. Add “Notice delivered via Email may be substituted for members with Email addresses”.
 Delete last paragraph: “Board meetings should be held at least six times each year”.
- **ARTICLE III DIRECTORS AND OFFICERS**
 Section 1. Change “one-year terms” to “two-year terms”
 Section 1. Add “The Directors terms shall be staggered”
- **ARTICLE IV THE CLUB YEAR, ANNUAL MEETING, ELECTIONS**
 Section 4. b. Remove “at least two (2) weeks before the April meeting”
 Section 4. c. Change “at the April meeting by any member in attendance” to “by April 30 by any member”

- ARTICLE IX. ORDER OF BUSINESS
Section 1. Change heading to “Club meetings”