

DELAWARE VALLEY SOFT COATED WHEATEN TERRIER CLUB

CONSTITUTION

ARTICLE I Name and Objectives

SECTION 1. The name of the Club shall be the Delaware Valley Soft Coated Wheaten Terrier Club (hereafter referred to as the "Club"). For purposes of this Club's Constitution and Bylaws, the Delaware Valley, as hereafter referred to, is assumed to be those areas of Pennsylvania and New Jersey falling within an approximate 25-mile radius of Doylestown, Pennsylvania.

SECTION 2. The objectives of the Club shall be:

- a. to encourage thoughtful breeding of purebred Soft Coated Wheaten Terriers and to do all possible to bring their natural qualities to perfection.
- b. to urge members and breeders to accept the Breed Standard as approved by the American Kennel Club as the only standard of excellence by which Soft Coated Wheaten Terriers shall be judged.
- c. to do all in its power to protect and advance the interest of all breeds of purebred dogs and to encourage sportsmanlike competition at dog shows and obedience trials.
- d. to conduct sanctioned matches, dog shows, obedience trials and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.
- e. to provide opportunities for Soft Coated Wheaten Terrier owners and others interested in the Breed to meet, exchange ideas and learn proper care necessary for the well-being of Wheatens.
- f. to encouraged showing and exhibition of dogs at American Kennel Club programs and to assist novice owners in procedures for handling and showing dogs in AKC sanctioned shows and matches.
- g. to guard against the commercial exploitation of the Soft Coated Wheaten Terrier.
- h. to accept and abide by the Code of Ethics of the Delaware Valley Soft Coated Wheaten Terrier Club.

SECTION 3. The Club shall not be conducted or operated for profit and 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 objectives. These Bylaws are subject to and governed by the Commonwealth of Pennsylvania Not-For-Profit Corporation Laws and the Articles of Incorporation of the Club. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Commonwealth of Pennsylvania Not-For-Profit Corporation Laws, the Commonwealth of Pennsylvania Not-For-Profit Corporation Act will be controlling.

SECTION 5. The use of the DELVAL, Inc. emblem or name in any form of advertising by any member or group of members is prohibited, except by the Club itself, with the approval of the DELVAL Board of Directors.

BYLAWS

ARTICLE I Membership

SECTION 1. ELIGIBILITY. There shall be four (4) categories of membership open to persons who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in the Delaware Valley area.

1. **Individual** – open to adults age 18 and over who are entitled to one vote
2. **Household** – open to households with two adults age 18 and over residing in the same household, each eligible to vote and hold office. Minors under the age of 18 may be included as additional household members without payment of additional dues but shall not have voting or office holding privileges
3. **Associate Member** - Entitled to all club privileges except voting and office holding. A minor under the age of 18 who is not included in a Household membership may join as an Associate Member. Any Associate Member who wishes to become a voting member shall follow the procedures in Section 3 except that only one recommendation from an unrelated individual is required
4. **Founding Member:** An individual who was a member of the Club in 1971 and is entitled to vote

SECTION 2. DUES. Dues shall be set by the Board not to exceed in any one year the following:

Individual Membership: \$50

Household Membership: \$75

Associate Membership: \$20

Founders: \$0

payable on or before the 1st day of January each year. No member may vote whose dues are not paid for the current year. During the month of October, the Treasurer shall send to each member a statement of dues for the ensuing year.

SECTION 3. ELECTION TO MEMBERSHIP. Each applicant for membership shall apply on a form as approved by the Board of Directors, which shall provide that the applicant agrees to abide by these Constitution and Bylaws, the Code of Ethics and the rules of the American Kennel Club. Prospective members must attend at least two (2) regular meetings of the Club within twelve (12) months before a vote may be taken on their membership applications. The application shall state the name, mailing and email address, and occupation of the applicant. An application for Individual and Household Memberships shall carry the letters of endorsement of two (2) members in good standing, not residing in the same household, and not members of the same immediate family of each other or of the applicant. No more than one member of the Board of Directors may endorse any application for membership. An application for an Associate Membership or to convert an existing Associate Membership to an Individual/Household membership shall only require one endorsement. Upon acceptance, new members will be billed for dues. If a new member's dues are not received within sixty (60) days from the notification of acceptance, acceptance shall become void. Applicants elected to membership after October 1st shall not have to pay additional dues for the following fiscal 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 by written ballot. Affirmative votes of two-thirds (2/3rds) of the members present and voting at that meeting shall be required to elect the applicant. Meeting notices shall give all members advance notice on membership applications on which a vote is to be taken.

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. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- b. by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year. In no case may a person be entitled to vote at any club meeting whose dues are unpaid after the first day of the Fiscal year which shall be January 1; however, the Board may vote to extend this deadline by an additional 45 days.
- c. by expulsion. A membership may be terminated by expulsion as provided in Article VI of the Bylaws. Any person ceasing to be a member for any cause whatsoever and having temporary possession of any Club property shall

immediately upon cessation of membership return said property to the Club Secretary, who shall in turn provide a receipt for same.

SECTION 5. MEMBERS IN GOOD STANDING - "Members in good standing" are defined as those members who owe no billed debt, including dues for the current year, to the Club and are in good standing with the AKC. Except for Founding Members, only those "Members in Good Standing" who have attended at least two (2) membership meetings during the preceding calendar year are eligible to vote in Board elections.

ARTICLE II Electronic Communications

SECTION 1. Notices, ballots and other communications shall be emailed to members. Any member who wishes to receive notices by regular USPS mail shall have the option to notify the Club Secretary.

SECTION 2. Regular and Special Meetings of the Club and Board may be held by means of electronic technology in a fashion pursuant to which the members have a reasonable opportunity to participate in the meeting, read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members and, subject to such guidelines and procedures as the Board may adopt, make appropriate motions and comment on the business of the meeting.

ARTICLE III Meetings and Voting

SECTION 1. CLUB MEETINGS. Meetings of the Club shall be held in a convenient location or by electronic means subject to Article II. A minimum of 4 meetings shall be held per year in addition to the Annual Meeting with at least 1 meeting held each quarter. By approval of a majority of the members, a meeting may be rescheduled for a different day of any given month in order to accommodate special circumstances. The hour and place of meetings may be designated by the Board of Directors. The Secretary shall provide notice pursuant to Article II at least ten (10) days prior to the date of the meeting.. The quorum for such meetings shall be 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 who are present and voting at any regular or special meeting of the Board, and shall be called by the Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held in person or by electronic means pursuant to Article II at such place, date and hour as may be designated by the person or persons authorized herein.

SECTION 3. BOARD MEETINGS. Meetings of the Board of Directors shall be held in person or by electronic means as provided in Section 1 in the Delaware Valley at least 4 times a year at such date, hour and place as may otherwise be designated by the Board.

The Secretary shall provide notice pursuant to Article II at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. SPECIAL BOARD MEETINGS. Special meetings of the Board may be called by the President, and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. shall be held in person or by electronic means as provided in Article II at such date and hour as may be designated by the person authorized herein to call such a meeting. Notice of such meeting shall be provided pursuant to Article II 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. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. VOTING. Each voting 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 is present. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE IV Directors and Officers

SECTION 1. BOARD OF DIRECTORS. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and three (3) Directors who shall be elected 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.

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 the President in addition to those particularly specified in these Bylaws. The President will serve as a non-voting, ex-officio member of all committees.
- 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 the following: all meetings and votes of the Club and of the Board; 2) committee reports; 3) official membership roll and current addresses; and 4) special and standing rules. The Secretary shall 1) notify Officers and Committee Members of appointment; 2) furnish committees with any documents necessary for the performance of duties; 3) sign all certified acts of the Club; 4) receive all votes and ballots, proposed Amendments to the Constitution and Bylaws, and proposed changes to the Code of Ethics; and 5) receive any additional nominations and any resignations.

The Secretary shall 1) have charge of all general correspondence of the Club, i.e. correspondence which is not the function of other offices or committee chairmen; 2) receive the slate of Officers and Board Members from the Nominating Committee Chairman and so notify the General Membership; 3) send all ballots; 4) send written notice of all meetings; 5) notify new members of their election to membership; 6) keep a file of the attendance sheets signed at each meeting by those members present; 7) handle all correspondence concerning charges against a member; and 8) carry out such other duties as are prescribed in these Bylaws.

d. The Treasurer shall collect and receive all monies due or belonging to the Club. He shall deposit the same in a bank approved by the Board, in the name of the Club. His books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment, not before reported; and at the Annual Meeting, he shall render an account of all monies received and expended during the previous fiscal year. The Treasurer may be bonded in such amount as the Board of Directors shall determine. All costs thus incurred shall be borne by the Club. Absent bonding, the Board shall appoint a committee to review the financial records of the Treasurer prior to the expiration of the Treasurer's term of office.

SECTION 3. 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 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 office of President shall be filled automatically by the Vice-President and the resulting vacancy in the Office of Vice-President shall be filled by the Board.

ARTICLE V The Club Year, Annual Meeting, Voting, Nominations, Elections

SECTION 1. CLUB YEAR. The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club's official year shall begin immediately at the conclusion of the Annual Meeting and shall continue through the next annual meeting.

SECTION 2. ANNUAL MEETING. The Annual Meeting shall be held in the month of March at which Officers and Directors for the ensuing year shall be elected pursuant to Section 4 of this Article. They shall take office immediately upon conclusion of the Annual Meeting and each retiring officer shall turn over to his successor all properties and records relating to that office within thirty (30) days after the election.

SECTION 3. NOMINATIONS No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. Any Club member who is a voting member and in good standing may be nominated. No member may hold more than one office. During the month of November the Board shall select a Nominating Committee

consisting of three members and two alternates, not more than one of whom shall be a member of the Board. No individual shall serve on the Nominating Committee more than once every three (3) years. The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his duty to call a committee meeting at the earliest possible date.

- a. The Committee shall nominate one candidate for each office and three candidates for the other three 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 within 3 days notify the General Membership in writing of the candidates so nominated.
- c. Additional nomination of eligible members may be made by written petition addressed to the Secretary and received at the Secretary's address by mail or email on or before February 1, signed by five (5) members and accompanied by the written acceptance of each additional nominee signifying his willingness to be a candidate.

No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee. Nominations cannot be made at the Annual Meeting or in any manner other than provided for in this Section.

SECTION 4. ELECTIONS. The nominated candidate receiving the greatest number of votes for each office shall be declared elected.

- a. If no valid additional nominations are received on or before February 1st the Nominating Committee's slate shall be declared elected at the Annual Meeting and no balloting will be required.
- b. If there are additional nominations, ballots shall be sent by February 15th, pursuant to Article II. Voting shall be by electronic means to be completed on or before March 1st.

ARTICLE VI 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. Special committees may also be appointed by the Board to be of aid on particular projects. No more than 1 Associate member may be appointed to any committee and may not be designated the committee chairperson.

SECTION 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon notice pursuant to Article II to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

SECTION 3. In years ending in 0 and 5, the Board shall appoint a committee to review the provisions of the Constitution and ByLaws and recommend to the Board whether or not there should be any changes.

ARTICLE VII Discipline

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

SECTION 2. CHARGES. Any member may prefer charges against another member for alleged misconduct prejudicial to the best interest of the Club or of the Breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25 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 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 Club or the Breed. If the Board entertains jurisdiction of the charges it shall fix a date for a hearing 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 certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. BOARD HEARING. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. If the Board entertains the charges, the Board or a committee appointed by the Board may hear the charges. Should the charges be sustained, after hearing all the evidence and testimony presented by the 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 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 Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings 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 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 thirty (30) days after the date of the Board's recommendation. The defendant shall have the privilege of appearing on his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds 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 VIII 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 and signed by twenty percent (20%) of the voting membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the membership 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 (2/3rds) secret vote of the members present and voting at any regular or special meeting called for the purpose or as provided in Article II, provided the proposed amendments have been included in the notice of the meeting and provided to each member pursuant to Article II at least two (2) weeks prior to the date of the meeting.

ARTICLE IX Dissolution

SECTION 1. Dissolution. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3rds) of the voting members. In the event of the dissolution of the Club, 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 canine charitable organization selected by the Board of Directors.

ARTICLE X Order of Business

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

- Roll Call Minutes of the last meeting
- Report of President

- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (at annual meeting)
- Election of new members
- Unfinished Business
- New Business
- Adjournment

SECTION 2. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

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

ARTICLE XI 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.

As Amended August 8, 2026