

HUNTING WORKING AIREDALES, INC

CONSTITUTION

ARTICLE 1: NAME AND OBJECTS.

SECTION 1. The name of the corporation shall be HUNTING WORKING AIREDALES, INC. The abbreviated name shall be "HWA."

SECTION 2. The objectives of the organization shall be:

- (a) to preserve, promote, and develop the hunting instincts and working abilities of the Airedale Terrier;
- (b) to preserve and promote purebred Airedale Terriers in accordance with the breed Standard approved by the American Kennel Club, United Kennel Club, and/or recognized international breed registries;
- (c) to provide support for all Airedale Terrier performance and companion dog activities;
- (d) to disseminate knowledge, conduct workshops, and promote the training and use of the Airedale Terrier in hunting and working sports;
- (e) to conduct tests that measure the Airedale Terrier's ability as a versatile hunter;
- (f) to encourage the organization of regional Hunting Working Airedale organizations in areas where there are sufficient numbers of individuals to support such groups.

SECTION 3. The corporation shall not be conducted or operated for profit, and no part of any profits or remainder from dues or donations to the corporation or from any other source shall inure to the benefit of any member or individual.

SECTION 4. The members of the organization shall adopt and may from time to time revise such By-Laws as may be required to carry out these objectives.

BY-LAWS

ARTICLE I: MEMBERSHIP

SECTION 1. There shall be two types of membership:

(a) Regular (individual) membership open to persons over the age of 18 who subscribe to the purposes of this organization. Such members shall enjoy all organizational privileges including the right to vote and to hold office.

(b) Family Membership, defined as two (2) adult members over the age of 18 residing in the same household, each eligible to vote and hold office.

SECTION 2. Membership Dues. Annual dues for individual membership may not exceed \$50.00 per year, payable on or before the 1st day of January each year. Annual dues for Family Membership may not exceed \$100 per year. No member may vote whose dues are not paid for the current year. Term of membership shall be from January 1st through December 31st. Annual dues shall be due by January 1st through February 28. During the month of September, the Treasurer shall send to each individual member a statement of dues for the next year. Dues paid after August 31st shall pertain to the following year.

SECTION 3. Application for Membership. Each application for Individual or Family Membership shall provide that the applicant agrees to abide by these By-Laws. The membership application shall be accompanied by dues. An applicant for membership shall be entitled to full membership privileges as of the date on which his or her dues have been recorded as deposited in the organizational account at its financial institution(s). A person whose annual

dues are paid in full and who accepts and adheres to the terms of the Constitution and ByLaws shall be considered a “member in good standing.”

SECTION 4. Termination of Membership. Membership may be terminated:

(a) By resignation. Any member in good standing may resign from the organization upon written notice to the Secretary, but no member may resign when in debt to the organization.

Obligations other than dues are considered a debt to the organization and must be paid in full prior to resignation.

(b) 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 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 if dues are unpaid at the time the vote is called.

(c) The Board of Directors may, by a 2/3 vote of the Board, refuse or revoke an individual’s membership on the grounds of unsportsmanlike conduct, including but not limited to verbal or physical abuse of a person, dog, or property, and/or theft.

ARTICLE II: MEETINGS

SECTION 1. Annual General Membership Meeting. An annual meeting of the membership shall be held at least once per year, any time after the second quarter of the year, at a place, date, and hour designated by the Board of Directors. Whenever possible this meeting will be held in conjunction with the annual Airedale Field Nationals, and if not held at the Nationals, it will be held in conjunction with an event considered to be of interest to the general membership.

Written notice of the annual meeting shall be sent by mail or email to each member at least 30 days prior to the date of the meeting. The quorum for the annual meeting shall be one-tenth of the members in good standing with a majority of the Directors present.

SECTION 2. Special Meetings. Special meetings may be called by the President, or by the majority vote of the members of the Board who are present at a meeting of the Board, or by a vote by mail, telephone conference, or email; or upon receipt by the Secretary of a petition signed by one-twentieth of the members in good standing. Upon request at any time, the Secretary will provide any member(s) with a list of current membership, so that the “one-twentieth” designation will be a known quantity. Such meetings will be held at the place, date, and hour designated by the Board of Directors, or through telephone conference. Written notice of the meeting shall be sent by mail or email at least 14 days and no more than 30 days prior to the meeting. The notice shall state the purpose, place, date, and hour of the meeting, and no other business may be transacted. The quorum for such a meeting shall be one-tenth of the members in good standing with a majority of the Directors present.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held at least twice a year. A minimum of one in-person meeting of the Board of Directors shall be held annually at a place, date, and hour designated by the Board of Directors. Other meetings of the Board of Directors may be held in person or via telephone conference at such times and places as designated by the President, or as called upon receipt by the Secretary of a petition signed by three members of the Board. Written notice of each such a meeting shall be mailed or emailed to each member of the Board at least 14 days prior to the date of the meeting. The quorum for the transaction of business at all Board meetings shall be a majority of the Board when voting in person or by mail or email.

SECTION 4. Voting by the Board.

(a) The Board of Directors may vote at a meeting held in person; or by telephone; or by mail or email. Any issue which requires a vote of the Board may be decided by a procedure determined by the Board to be the most judicious method for a timely return of the vote. This may include, but be not limited to, show of hands, voice, written ballot, electronic or other means.

(b) Each Board member shall receive one vote, and a simple majority or those voting will decide all issues.

(c) When voting in person or by telephone conference, a quorum must be present for a vote to be called. A quorum shall be defined as one more than half of the current Board members.

Proxy voting is not permitted.

d) The Board of Directors may also conduct business by mail, fax, e-mail or telephone conference call provided it does not conflict with any other provision of these bylaws. Items voted by these methods must be confirmed by e-mail or other verifiable means for those without email access, within 7 days. If the Directors conduct their business by e-mail, (a) all Board members must have a means to participate; (b) the identity of the participating individuals must be verified, (c) there must be a mechanism to assure that all Board members are participating; and (d) all Board members must agree to participate in this manner.

ARTICLE III: DIRECTORS AND OFFICERS

SECTION 1. Board of Directors

(a) The eight member Board of Directors shall be comprised of four Officers and four Directors At Large. They will be divided into two classes of two Officers and two classes of two Directors At Large, all of whom shall be members in good standing. The President and the Vice-President shall not be in the same class of Officers.

(b) Each year two Officers and two Directors shall be elected for two-year terms, or until their successors are elected or appointed, in the manner prescribed in Article IV, Section 3, to succeed those whose terms expire.

(c) No person may serve more than two consecutive two-year terms on the Board of Directors, nor is a person eligible to run, or be appointed, for a third term less than one year after the end of the second consecutive term.

(d) General management of the corporation's affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers. The Club's officers shall consist of a President, a Vice President, a Secretary, and a Treasurer, who shall be elected by the membership from a slate of candidates presented by the Nominating Committee, as provided in Article IV. Each retiring Officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the election. Officers shall serve in their capacities both with regard to the corporation 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 associated with the office of President in addition to those particularly specified in these By-Laws. He/She presides over Board Meetings and shall represent HWA to other organizations and to the public.

(b) The Vice President shall have the duties and exercise the power of the President in case of the President's absence or incapacity.

(c) The Secretary shall maintain a record of the following: 1) a written summary of all meetings, motions, 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 also: 1) notify the Board and Committee Members of appointment and furnish committees with any documents necessary for the performance of duties; 2) sign all certified acts of the Club; 3) receive all votes and ballots except those of the Annual Election of Officers and Directors, proposed Amendments to the Constitution and Bylaws and 4) receive any additional nominations and any resignations. 5) The Secretary will provide that reports, actions and minutes of all Board

meetings are available to individual members in good standing upon written request of said individuals.

(d) The Treasurer shall collect and receive all monies due or belonging to the organization. The Treasurer shall deposit these monies in the name of the corporation in a financial institution or financial institutions satisfactory to the Board and shall disperse the funds under the jurisdiction of the Board. The Treasurer's books shall at all times be open to inspection of the Board, and at every Board meeting she or he shall report the condition of the finances and every item of receipt or payment not before reported. Persons who, in the course of official duties or in the service of HWA, incur expenses may apply to the Treasurer for reimbursement of these expenses. Reimbursement must be approved by the Board of Directors if over \$250. The Treasurer shall be responsible for the annual preparation and filing of a tax return with the IRS within the required time frame. At the annual corporation meeting, the Treasurer shall render an account of all monies received and expended during the previous fiscal year. On election of a new Treasurer, the books provided by the retiring Treasurer may be audited by an Audit Committee appointed by the Board.

(e) Directors At Large shall serve as representatives for all the members in the work of the organization. It is expected that Directors At Large, in addition to service on the Board, will have significant committee duties. It is essential that all persons elected to serve as members of the Board must be active participants in the work of the Board.

SECTION 3. Vacancies. Any vacancies occurring on the Board during the two-year term shall be filled until the next election occurs under the provisions of Article IV, Sections 4 and 5 by a majority vote of all of the remaining members of the Board; except that a vacancy in the office of the President shall be filled automatically by the Vice President. In the absence or disability of the Vice President, the resulting vacancies of the President and/or Vice-President shall be filled by the Board. Board members who serve to complete vacated terms serve only for the duration of that term. If they have served for less than half of a vacated term, they may subsequently be elected to two additional consecutive terms. If they have served more than half of a vacated term, they may subsequently be elected one additional consecutive term.

SECTION 4. Removal from the Board. Any Director or Officer may be removed from the position for deliberate and flagrant non-performance of duties; action or behavior which is in direct conflict with the HWA Constitution and By-Laws; or for proven instances of illegal behavior in municipal, state or federal jurisdictions. Mechanism of removal will be by 2/3 majority vote of the Board of Directors, with the Director considered for removal not being allowed to vote. Following the removal, the remaining Board will fill the vacancy in accordance with Article III, Section 3.

ARTICLE IV: CORPORATION YEAR, VOTING, NOMINATION, ELECTIONS

SECTION 1. Corporation Year. The corporation's fiscal year shall be January 1 through December 31. The terms of office for Directors and Officers elected in the second half of the prior year will be from January 1 through December 31. The elected Directors shall take office immediately upon January 1 and continue through December 31. The terms of office for Directors whose two-year terms were not completed will continue from January 1 through December 31.

SECTION 2. Voting. Members in good standing may vote when present at the annual corporation meeting, at a special meeting of the organization, or by written ballot cast by mail. There shall be no voting by proxy. The Board of Directors may decide to submit proposals for

amendments to the Constitution and By-Laws and/or other specific questions for a vote of the members by written ballot cast by mail.

SECTION 3. NOMINATIONS. No member may be a candidate in the Club election who has not been nominated. No later than 90 days prior to the Annual Meeting which is held any time after the second quarter of the year the Board of Directors shall appoint a Nominating Committee consisting of a Chairman and two additional committee members, not more than one of whom shall be a member of the Board. The residences of the members of the Nominating Committee shall be as such as to provide adequate representation from areas throughout the United States in approximate proportion to the Club membership. The Secretary shall notify the Committee persons of their selection and the Committee shall meet or communicate with each other in the selection of candidates for each office as follows:

(a) The Committee shall select one candidate for each office in the Club.

(b) The Chairman of the Nominating Committee shall ascertain the willingness of these candidates to serve if elected and in the event anyone refuses to serve, the Committee shall select an alternate candidate.

(c) The Chairman of the Committee shall report to the Secretary no later than 60 days prior to the Annual Meeting the list of candidates selected.

(d) The Secretary shall notify the Club membership of the nominations of the Nominating Committee no later than 45 days prior to the Annual Meeting.

(e) Additional nominations may be made by written statement received by the Secretary not later than 30 days prior to the Annual Meeting. An additional nominee must signify in writing his/her willingness to be a candidate.

(f) No person may be a candidate for more than one office.

SECTION 4. Elections. The eight Directors will be divided into two groups with two Officers and two Directors at Large, each group to be called the "Class of" the year it will end its term. Every year one class of two Officers and two Directors at Large will be elected. The Officers and Directors eligible for election shall be elected by a majority vote of those members in good standing. That slate may also include additional nominations from the membership, which were made in accordance with Article IV, Section 3. In the event of an un-contested slate, there shall be no voting, and the Secretary shall cast one ballot for the slate at the Annual Meeting. In the event that the slate includes more than one candidate for any of the Officer or Director positions, the General Membership shall vote according to Article IV Section 5.

SECTION 5. VOTING. In the event that the slate of nominations includes more than one candidate for any Officer or Director position, voting by the General Membership will take place 25 days after the ballots are mailed. The voting process shall be coordinated by an Election Official who may be the Club Secretary, a paid accounting firm or another disinterested individual who is not a member of the organization. An Election Official shall be nominated by the President. The nominee shall sign a letter of consent indicating that he/she has read and understands the Club's election process and that she/he agrees to carry out the process to the

best of his/her ability. Approval of a majority of the members of the Board of Directors shall be required to confirm the nominee as the Election Official.

(a) No later than 10 days following the Annual Meeting, the Club shall supply the Election Official two sets of mailing labels and one printed checklist which accurately represents all of the Club's Regular Members as of August 31. When multiple Regular Members have the same mailing address, separate mailing labels and checklist entries shall be provided for each member.

(b) Within 15 days after the Annual Meeting the Election Official shall send by mail a ballot package to each Regular Member. To ensure the balloting is completed before the end of the year, the ballots must be mailed prior to November 25th. The package shall be approved by the Board of Directors and be in the following form:

(1) An outer mailing envelope addressed to the member, using one set of the Club supplied mailing labels, with return address to the Election Official.

(2) An inner mailing envelope addressed to the Election Official with the words "HWA Election Ballot" and the member's return address, using the other set of Club supplied mailing labels, in the upper left hand corner.

(3) An envelope marked BALLOT into which the member places and seals the completed ballot.

(4) A ballot with names and addresses of all properly nominated candidates. Multiple candidates for the same office will be listed in alphabetical order under each office. The ballot shall contain no designation as to which candidates have been nominated by the nominating committee or which are incumbents. At a minimum the ballot shall contain the following directions: Vote for one officer for each position. Seal the ballot in the inner BALLOT envelope provided. Seal the ballot envelope in the provided return envelope and mail it to the Election Official. Use of any other envelopes, procedures or materials except those provided with this ballot package will result in the ballot being disqualified by the Election Official.

(5) Balloting shall close at 5:00 P.M. current Eastern Time on the date 25 days after the mailing date of the Ballot to all the membership. The Election Official will compare the names on the inner mailing envelopes received before the close of balloting with the checklist. Any ballots received in envelopes other than those provided by the Election Official shall be invalid. The Election Official shall also set aside all ballots deemed to be invalid. The Election Official shall then remove the ballot envelopes from the remaining sealed inner mailing envelope placing the ballot envelope in a common container, mixing to disguise the source. Any inner envelopes containing multiple ballot envelopes shall disqualify all the ballots contained therein. With all remaining balloting envelopes in the common container, the Election Official shall remove the ballots from their envelopes and count the ballots.

(6) Within 5 days of the close of balloting, the Election Official will advise the President and the Secretary of the voting results. The Secretary shall retain the ballots until the next election.

(7) The candidate who shall receive a plurality of the votes cast shall be declared by the President to have been elected in accordance with the number of votes each shall receive.

(8) Terms of newly elected Officers and Directors will begin on January 1st.

ARTICLE V: COMMITTEES AND OR CHAIRMAN

SECTION 1. Each year the Board may appoint standing committees to advance the work of the organization. Each Committee will be chaired by a Board member or by a member in good standing who will submit a report of Committee activity to the Board on a regular basis or on request. Such committees shall always be subject to the final authority of the Board. Special

committees or subcommittees may also be appointed by the Board to aid it on particular projects.

SECTION 2. Any appointment may be terminated by a majority vote of the whole Board on written notice to the appointee, and the Board may appoint successors to those persons whose service has been terminated.

ARTICLE VI: AMENDMENTS

SECTION 1. Amendments to these By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20 percent of the members in good standing. Upon request at any time, the Secretary will provide any members(s) with a list of the current membership so that the 20% designation will be a known quantity. Board consideration of any such amendment(s), whether initiated by Board action or members' petition, must be brought to the attention of all organization members in the official organization publication or by written notice from the Secretary within sixty days after the initial Board action or the receipt of the petition by the Secretary. Amendments proposed by the petition shall be promptly considered by the Board of Directors and must be submitted to the members by the Secretary, together with the recommendations of the Board, for a vote within three months of the date on which members were notified of the Board's receipt of petition.

SECTION 2. A copy of proposed amendment(s) to the By-Laws must be mailed by the Secretary to each regular member accompanied by a ballot on which the member may indicate their choice for or against the action to be taken. The notice shall specify a date not less than 30 days after the date of mailing by which date the ballots must be received by the Secretary to be counted. The favorable vote of two-thirds of the members in good standing whose ballots are returned within the time limit shall be required to effect any such amendment.

ARTICLE VII: DISSOLUTION

SECTION 1. The corporation may be dissolved at any time by the written consent of not less than two-thirds of the regular members in good standing. In the event of dissolution of the organization, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the organization or any proceeds thereof, nor any assets of the organization shall be distributed to any members of the organization. But after payment of debts, its property and assets shall be given to a charitable organization for the benefit of dogs, selected by the Board of Directors.

ARTICLE VIII: ORDER OF BUSINESS

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

- Report of President
- Review of Minutes of the Last Meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

SECTION 2. At the meetings of the Board, whether in-person or by telephone conference, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Minutes of Last Meeting

Report of Secretary
Report of Treasurer
Reports of Committees
Unfinished Business
New Business
Adjournment

SECTION 3. In all situations that are not provided for in the law, in the organization's Articles of Incorporation, or By-laws, the current edition or Robert's Rules of Order shall govern this organization in all parliamentary situations.

Revised December, 2014