

THE IRISH TERRIER CLUB OF CHICAGO
Amended and Restated Constitution and Bylaws

CONSTITUTION

ARTICLE I
Name and Objects

SECTION 1. Name. The name of the club shall be The Irish Terrier Club of Chicago (the "Club").

SECTION 2. Objectives. The objectives of the Club shall be:

- a) to encourage and promote quality in the breeding of purebred Irish Terriers and do all in its power to protect and advance the interests of the breed through selective breeding, exhibition and education;
- b) to urge members and breeders to accept the standard of the breed as adopted by the Irish Terrier Club of America and as approved by the American Kennel Club as the only standard of excellence by which Irish Terriers shall be judged;
- c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials, tracking tests, agility trials, field trials, and/or hunting tests; and
- d) to conduct sanctioned matches, dog shows, obedience trials, tracking tests, agility trials, field trials, and/or hunting tests, as well as any other event for which the Club is eligible under the Rules and Regulations of The American Kennel Club.

SECTION 3. Meetings. The meetings of the Club shall be held in Cook, DuPage, Kane, Will, McHenry, or Lake County Illinois (collectively, the "Territory"), but the business office of the Club shall be located at the address of the Corresponding Secretary.

SECTION 4. No Private Inurement. The Club shall not be conducted or operated for profit and no part of the net earnings or remainder or residue from any source, including dues or donations to the Club, shall inure to the benefit of any private shareholder, member, or other individual.

SECTION 5. Amendment. The members of the Club shall adopt and may from time to time revise the Constitution and Bylaws as may be required to carry out these objectives, as provided for in Article VI of the Bylaws.

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BYLAWS

ARTICLE I
Membership

SECTION 1. Eligibility. There shall be one type of membership open to all adult persons who are in good standing with the American Kennel Club and who subscribe to the purpose of this Club. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders, exhibitors, and Irish Terrier owners in its immediate area.

SECTION 2. Dues. Membership dues shall be an amount established by the members at any regular or special meeting and shall be payable on or before the 1st day of the ensuing fiscal year. In the month prior to the beginning of each fiscal year, the Treasurer shall send to each member a statement of his dues for the ensuing fiscal year.

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 of the Club and the Rules and Regulations of The American Kennel Club. The application shall state the name, mailing address, email address, telephone number, and occupation of the applicant, shall carry the endorsement of one member of the Club in good standing, and shall be sent to the Corresponding Secretary. Each membership application shall be voted upon by secret ballot at the next meeting of the Club. An affirmative vote of two-thirds of the members present and voting shall be required to elect the applicant. A written notice of election to or denial of Club membership shall be sent to the applicant. Once an applicant has been elected to membership and his dues have been received, he has all the rights and privileges of membership, but not before. The applicant must pay the Club membership dues within thirty (30) days of notice of his election to the Club.

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

- a) **Resignation.** Any member in good standing may resign from the Club upon written notice to the Corresponding 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) **Lapse.** A membership will be considered lapsed and automatically terminated if a member's dues remain unpaid ninety (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 as of the date of that meeting.
- c) **Expulsion.** A membership may be terminated by expulsion as provided in Article V of these Bylaws.

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ARTICLE II
Meetings, Quorums, and Voting

SECTION 1. Regular Club Meeting. The members of the Club shall meet a minimum of once a quarter at a designated time and place within the Territory. This meeting is to be called the regular meeting. Written notice shall be mailed by the Recording Secretary at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be three (3) officers and four (4) members, exclusive of Board of Directors members, in good standing.

- a) Notice. The Recording Secretary shall provide notice of regular meetings at least ten (10) days prior to the date of the regular meeting. Notice may be given personally, by telephone, mail (whether U.S. Mail or by any other carrier), e-mail, or by any other electronic means, as long as it is sent to the contact information for the member shown in the records of the Club (where applicable). Neither the business to be transacted at nor the purpose of any annual meeting of the members needs be specified in the notice or waiver of notice of such meeting, unless specifically required by law.
- b) Quorum. The quorum for regular meetings shall be at least three (3) members of the Board of Directors and four (4) other members in good standing, excluding members of the Board of Directors.

SECTION 2. Special Club Meeting. Special meetings of the members of the Club may be called by the President, or by a majority vote of the members who are present and voting at any regular or special meeting of the Board of Directors; and shall be called by the Corresponding Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in the Territory at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings.

- a) Notice. The Recording Secretary shall provide notice of at least five (5) days and not more than fifteen (15) days prior to date of the meeting. Notice may be given personally, by telephone, mail (whether U.S. Mail or by any other carrier), e-mail, or by any other electronic means, as long as it is sent to the contact information for the member shown in the records of the Club (where applicable). Notice of a special meeting shall state the purpose of the meeting, and no other Club business may be transacted at such meeting.
- b) Quorum. The quorum for special meetings shall be shall be twenty (20) percent of the members in good standing.

SECTION 3. Board of Directors Meetings. Board of Directors meetings may be called by the President at any time it is deemed necessary or advisable upon notice from the Recording, Secretary to all members of the Board of Directors. The quorum for

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the transaction of business at such meetings shall be four (4) members of the Board of Directors.

SECTION 4. Voting. Each 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 the individual is present.

SECTION 5. Action by Written Consent. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by all of the members of the Board of Directors.

SECTION 6. Teleconference, Video, or other Electronic Meetings. The members of the Club and members of the Board of Directors may participate in any meeting of the Club or Board of Directors, by telephone, teleconference, instant messaging, video conference, or other means of electronic communication. A member participating in a meeting by any means authorized in this Article II, Section 6 shall be deemed to be present in person at the meeting.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The Board of Directors shall consist of the President, the Vice President, the Corresponding Secretary, the Recording Secretary, the Treasurer, and two (2) members known as the Executive Officers, elected by members of the Club. General management of the Club's affairs shall be entrusted to the Board of Directors. The Board of Directors shall, from time to time, make rules and regulations in accordance with powers herein given on matters not herein provided.

SECTION 2. Officers. The officers of the Club, namely: a President, a Vice President, a Corresponding Secretary, a Recording Secretary, and a Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board of Directors and its Meetings.

- a) The President shall preside at all meetings of the members of the Club and of the Board of Directors. The President shall enforce the provisions of the Bylaws and may appoint special committees to attend matters of business of the Club, but acts of such committees shall be subject to review and approval by the Board of Directors. The President shall be Chairman ex officio of all committees, but shall not serve on any committee other than the Board of Directors while President. If the President is not be able to attend a meeting, the President shall contact the Vice President and instruct the Vice President with regard to any business which shall be taken care of at the meeting. No person may serve more than three (3) consecutive years as President.
- b) The Vice-President shall assume the duties of the President in the President's absence or inability to act.

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- c) The Corresponding Secretary shall have charge of the correspondence of the Club; shall keep the Club records; shall receive applications for membership; shall send the new member a written notice of election, a copy of the Constitution and Bylaws, and a membership roster; shall keep an up-to-date roll of the members of the Club with their addresses and telephone numbers; shall send out ballots when necessary, and report on results of same; shall attend each regular or special meeting or make arrangements for records to be available for that meeting.
- d) The Recording Secretary shall keep a record of all meetings; shall record the minutes of all meetings and deliver them to the Corresponding Secretary; shall arrange for a suitable meeting place; shall notify the members of regular and special meetings; shall notify the Board of Directors members of Board of Directors meetings; shall attend each regular or special meeting or make arrangements for records to be available and to be kept for that meeting.
- e) The Treasurer shall collect and receive all monies due or belonging to the Club and shall deposit the same, in the name of the Club; in a bank in Illinois designated by the Board of Directors; shall be custodian of Club moneys and properties; shall pay all bills same having been approved by the Board of Directors; shall render a detailed report of funds expended and on-hand at each regular meeting; shall attend each regular meeting or make arrangements for the Treasurer's records to be available at that meeting. The books shall at all times be open to the inspection of the Board of Directors. An audit may be requested at any time by the Board of Directors.

SECTION 3. Vacancies. Any vacancies occurring on the Board of Directors after an election must be filled for the balance of the year by the Board of Directors selecting an interim director or officer, as applicable.

ARTICLE IV
The Club Year, Elections,
Nominations and Ballots

SECTION 1. Club Year. The Club's fiscal year shall begin on the 1st day of July and end on the 30th day of June of the following year.

SECTION 2. Elections. The Officers and the two Executive Officers to serve as members of the Board of Directors shall be elected by secret ballot to serve for one year by the members of the Club at the annual meeting held with the May meeting each year. Duties of the newly elected officers commence the 1st day of July, and all records and files. are to be turned over to the new officers no later than the 1st day of July.

SECTION 3. Nominating Committee. In February, the Board of Directors shall select a Nominating Committee consisting of three members not more than one of

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whom may be a member of the Board of Directors. The Board of Directors shall name the Chair for the Committee. The Corresponding Secretary shall immediately notify the committee of their selection. It shall be the Chair's duty to call a committee meeting and present its slate to the Board of Directors no later than the 8th day of March. Written notice of this slate will be sent by the Corresponding Secretary to all voting members no later than the 15th day of March.

SECTION 4. Nominations. No person may be a candidate in a Club election who has not been nominated. No person may be a candidate for more than one position. No person may be nominated unless he has been a member in good standing for one year prior to the election and unless he is willing to accept the nomination. A Nominating Committee, as defined above, shall present its slate of officers. Additional nominations signed by any two (2) members in good standing may be sent to the Corresponding Secretary to be received no later than one month prior to the annual meeting. Nominations cannot be made in any other manner than as provided above. If no further nominations are received, the Recording Secretary, at the annual meeting, shall cast one (1) vote for the slate as presented by the Nominating Committee and that slate shall be declared elected.

SECTION 5. Ballots. If a balloted election is required, the Corresponding Secretary will send to all voting members, at least two (2) weeks prior to the annual meeting, a ballot listing the slate of officers along with a separate ballot instruction sheet. The voting member may indicate one vote for each office on the ballot. Ballots are to be returned by mail or in person in a sealed envelope, as per the ballot instruction sheet, to the Corresponding Secretary prior to the election. Ballots are to be opened and counted at the Annual Meeting, and shall be considered a proper vote.

ARTICLE V

Discipline

SECTION 1. Expulsion. A member may be expelled from the Club for:

- a) suspension of the privileges of the American Kennel Club,
- b) the selling or placing of dogs with a dealer or pet shop,
- c) conduct determined to be prejudicial to the best interests of the Irish Terrier breed,
- d) conduct detrimental to the welfare of dogs in general, or
- e) conduct detrimental to The Irish Terrier Club of Chicago.

SECTION 2. American Kennel Club Suspension. Any member who is suspended from any of the privileges of The American Kennel Club shall be suspended from the privileges of this Club for a like period. American Kennel Club suspensions are published on the Secretary's page of the AKC Gazette.

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SECTION 3. Charges. Charges preferred against members by at least three (3) other members shall require the Recording Secretary to notice the calling of a Special Meeting of the Club, and the person complained against shall be advised of the charges and afforded an opportunity to appear and answer such charges. If charges shall be affirmed by a two-thirds vote of the members present in person at the meeting, the offending member may be expelled, suspended, or otherwise disciplined by the two-thirds members present. In such case the actual presence of eight (8) members shall be necessary to constitute a quorum and proxy voting shall not be permitted upon disciplinary matters.

ARTICLE VI
Amendments

SECTION 1. Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition to the Corresponding 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 of Directors by the Corresponding Secretary for a secret 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 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 VII
Dissolution

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

ARTICLE VIII
Order of Business

SECTION 1. The rules contained in Robert's Rules of Order (current edition) shall govern the meetings of the Club in all cases to which they are applicable and in which they are not inconsistent with the rules of order of the Club.

SECTION 2. At meetings of the members of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

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Roll Call
Reading of Minutes of Last Meeting
Report of President
Report of Corresponding Secretary
Report of Treasurer
Report of Committees
Election of Officers (at annual meeting)
Election of New Members
Unfinished Business
New Business
Adjournment

SECTION 3. At meetings of the Board of Directors, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

Reading of Minutes of Last Meeting
Report of Corresponding Secretary
Report of Treasurer
Report of Committees
Election of New Members
Unfinished Business
New Business
Adjournment

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