

**ARTICLES OF INCORPORATION OF  
THE SKYE TERRIER CLUB OF AMERICA**

## ARTICLE I

The name of this corporation shall be the Skye Terrier Club of America.

## ARTICLE II

The duration of this corporation shall be perpetual.

## ARTICLE III

The location of this corporation shall be 3735 Osgood Avenue North, Stillwater MN 55082.

## ARTICLE IV

The purpose of this corporation shall be to preserve and protect the Skye Terrier and specifically:

- a) To do all possible to bring the natural qualities of the purebred Skye Terrier to perfection;
- b) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Skye 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 and obedience trials under the rules of the American Kennel Club;
- d) To conduct sanctioned matches, specialty shows and obedience trials under the rules of the American Kennel Club; and
- e) To encourage the formation of local specialty clubs for Skye Terriers in those areas where there are sufficient qualified fanciers of the breed to justify the existence of such clubs.

## ARTICLE V

The corporation shall not be operated or conducted for profit, and no assets or net earnings of this corporation, nor residue from dues or donations to the corporation shall inure to the benefit of any individual member, officer or director. Should a profit or net earning accrue to this corporation, the same shall be held and used to further the purpose of this corporation. Should this corporation ever be dissolved, no member, officer or director shall receive or be entitled to receive any of the assets, profits or net earnings, and any remaining assets, profits or net earnings shall be distributed to an organization exempt under Section 501(c)(7) of the Internal Revenue Code which exists for the benefit of dogs as selected by the Board of Directors.

## ARTICLE VI

The corporation shall have no capital stock, and a member or members shall not be held personally liable to any extent for corporate obligations or for the method of enforcement and collection or for action of this corporation or any of its other members.

## ARTICLE VII

Management of the corporation shall be vested in a Board of Directors. The number of Directors shall be Nine (9) and shall consist of the President, Vice President, Secretary, Treasurer, Delegate to the American Kennel Club and Four (4) other persons. The tenure of office and qualification of the members of the Board of Directors shall be fixed by the By-Laws of this corporation and may be altered by amendment to the By-Laws.

## ARTICLE VIII

The condition of, term and qualifications of membership shall be provided for in the By-Laws of the corporation, and may be altered by amendment of the By-Laws of the corporation.

## ARTICLE IX

The annual meeting of the corporation shall be held during the month of October of each year at a place date and hour designated by the Board of Directors and in conjunction with the Club's specialty show, if possible, and notice sent by mail to each member at least thirty (30) days prior to the date of the meeting. Special meetings of the membership may be called by the President, a majority vote of the members of the Board voting by mail or by petition signed by ten (10) members of the corporation. Special meetings shall be held at such time and place set by the Board of Directors upon written notice of no less than thirty (30) or more than forty-five (45) days. The notice of meeting should state the purpose of the meeting and no other business shall be conducted. The quorum for the annual meeting shall be ten (10) percent of the voting members in good standing.

## ARTICLE X

The corporation may amend these Articles, the By-Laws or the standard of the breed providing a copy of the proposed amendment has been mailed by the Secretary to each member accompanied by a ballot on which such member may vote for or against such amendment, mailed not less than thirty (30) days prior to the specified return date when the ballots are to be received and counted by the Secretary. A two-thirds (2/3) vote in favor of amendment shall be required to effect any such amendment. No amendment shall be effective until it has been approved by the American Kennel Club and filed according to law.

**BY-LAWS OF  
THE SKYE TERRIER CLUB OF AMERICA**

## ARTICLE I: MEMBERSHIP

Section 1. Type and Eligibility. There shall be three types of membership: Regular, Associate and Foreign.

- a) Regular Membership. Regular membership shall be open to all persons 18 years of age and older who are U.S. citizens or residents of the U.S., in good standing with the American Kennel Club, who subscribe to the purposes of this Club and agree in writing to abide by its Code of Ethics. At the time of application for admission to membership, the applicant must own or co-own one Skye Terrier that is registered with the American Kennel Club.
- b) Associate Membership. Associate membership is open to all persons who are U.S. citizens or residents of the U.S., in good standing with the American Kennel Club, who subscribe to the purposes of this Club and agree in writing to abide by its Code of Ethics. Associate members shall be entitled to all Club privileges with the exception of voting and holding office and Associate members may apply for Regular membership when they meet the provisions of Section 1(a) of this Article.
- c) Foreign Membership. Foreign membership shall be open to all persons who subscribe to the purposes of this Club, are non-resident aliens of the United States, and agree in writing to abide by its Code of Ethics. At time of application to membership, the applicant must own or co-own one Skye Terrier which is registered by the recognized registration body of the proposed member's country. Foreign members shall not be eligible to vote or hold office and their annual dues may be increased by costs for postage which exceed the costs of Regular Members.

Section 2. Election to Membership. Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Articles of Incorporation and By-Laws, Breed Standard and Code of Ethics of this Corporation, and the Rules and Regulations of the American Kennel Club. Applicants for membership other than Associate members applying for Regular membership must also submit payment of dues, as specified in Article II, at time of application. The application shall state the name, address, and occupation of the applicant, and it shall carry the sponsorship of two (2) Regular Members of this Corporation in good standing.

Sponsors (endorsers) must have known the applicant for a period of at least one (1) year if the application is for Associate or Foreign membership or a period of at least two (2) years if the application is for Regular membership. During this time, sponsors must personally observe the activity of the applicant in the dog field and certify on the membership application that they have completed this requirement. A member may not propose an applicant for membership until that member has himself/herself been a Regular Member of the Skye Terrier Club of America (STCA) for at least one (1) year. For any application for

membership, no more than one STCA member per household may sponsor the applicant.

*Exception: Applicants for Associate membership who have purchased or otherwise acquired a Skye from a Regular Member in good standing or from the Club Skye Rescue Program need only obtain the sponsorship of one (1) Regular Member of the Corporation in good standing and such sponsors are not required to have known the applicant for at least one year. However, Associate Members approved under this exception applying for Regular membership must meet all Regular membership requirements including sponsorship by two (2) Regular Members who have known the applicant for a minimum of two (2) year and ownership or co-ownership of at least one Skye Terrier registered with the American Kennel Club. (1)*

Applicants may be elected at any meeting of the Board of Directors or by written vote of the Directors by mail, after the Board has had opportunity to review the application package and after the name and address of the applicant and the names of his/her sponsors have been provided to the Corporation membership for a period of not less than 30 days. Affirmative votes of a majority of the full membership of the Board shall be required to elect an applicant.

An applicant who does not receive the required affirmative votes of the full membership of the Board may be presented by one of the applicant's sponsors at the next annual meeting of the Corporation and the Corporation membership may elect such applicant by favorable vote of 90% of the Regular Members in good standing present and voting at such meeting.

Applicants for membership who have been denied membership may not reapply within 12 months after such rejection.

Section 3. 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 Secretary; but no member may resign when in debt to the Club. Obligations other than dues are considered to be a debt to the Club and must be paid in full prior to resignation.
- b) Lapsing. A membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty days after they are due. However, the Board may grant up to an additional ninety days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting or on any mailed ballot whose dues are unpaid as of the date of the meeting or the date a ballot is mailed.
- c) Expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

## ARTICLE II: DUES

Membership dues shall be an amount up to \$35.00 per person, per year pursuant to yearly club requirements as

proposed by the Board of Directors. Dues are payable on or before January 1st of each year. The Treasurer shall send each member a statement of dues for the ensuing year during the month of November

### ARTICLE III: DIRECTORS AND OFFICERS

Section 1. Board of Directors. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Delegate to the American Kennel Club and four (4) other Directors who shall be elected for terms of two (2) years as provided in Article IV from among Regular Members of this Corporation in good standing who are residents of the United States. They shall serve until their successors are elected. General management of the Corporation's affairs shall rest with the Board of Directors, except as otherwise provided for in the Articles of Incorporation or these By-Laws.

Section 2. Officers. The Officers of the Corporation shall have these duties:

- a) President. The President shall preside at all meetings of the Corporation and the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in the Articles of Incorporation and these By-Laws.
- b) Vice President. 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) Secretary. The Secretary shall keep a record of all meetings of the Corporation and of the Board and all votes taken by mail and of all matters of which a record shall be ordered by the Board of the Corporation. The Secretary shall have charge of the correspondence, notifying members of meetings, notifying new members of their election to membership, notifying officers and directors of their election to office, keeping a roll of the members of the Corporation with their addresses, and carry out such other duties as are prescribed in the Articles of Incorporation and By-Laws.
- d) Treasurer. The Treasurer shall collect and receive all moneys due or belonging to the Corporation, and shall deposit the same in a bank satisfactory to the Board in the name of the Corporation. The Treasurer's books shall, at all times, be open to inspection of the Board and a report shall be given at every meeting on the condition of the Corporation's finances and every item of receipt or payment not before reported. At the annual meeting of the Corporation, the Treasurer shall render an account 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.

Section 3. Vacancies. Any vacancy occurring on the Board or among the officers during the year shall be filled for the unexpired term of office by majority vote of all of the then

members of the Board except that a vacancy in the office of President shall be filled by the Vice President and the resulting vacancy shall be filled by the Board. In the event the Board should be reduced to less than four (4) members for any cause, the remaining members of the Board shall conduct a special election to fill the unexpired terms of office by a majority of members of the Corporation voting.

#### ARTICLE IV: CORPORATE YEAR, VOTING, NOMINATIONS AND ELECTIONS

Section 1. Corporate Year. The Corporation shall have a fiscal year commencing on the 1st of September and ending on the 31st of August. The Corporation'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. The elected officers and directors shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within thirty days following the election.

Section 2. Voting. At meetings of the Corporation voting shall be limited to Regular members in good standing who are present, except that the election of Officers, Delegate and Directors, amendments to the Articles of Incorporation and By-Laws and the standard for the breed shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors shall submit other questions for vote of the members by written ballot cast by mail.

Section 3. Nominations and Elections. No person may be a candidate in a Corporation election who has not been nominated in accordance with these By-Laws.

- a) Nominating Committee. A Nominating Committee consisting of three members and two alternates, all Regular Members in good standing, no more than one of whom may be a member of the then current Board of Directors, shall be named by the Board of Directors before January 1st of election years. The Board shall name the Chairman of the committee and the Nominating Committee may conduct its business by mail, fax, electronic communication or telephone conference call provided it observes the same policy approved for the Board of Directors. In accordance with the provisions of Article III, the Nominating Committee shall nominate from among the Regular Members of the Club, one candidate for each office and for each position on the Board of Directors, and shall procure the acceptance of the nominees in writing before submission of its slate of candidates to the Secretary. The Committee shall select a Board representative from across the country to the extent that it is practicable to do so. The Committee shall then submit its slate of candidates by June 1 to the Secretary who shall mail the list, including the full name of each



- candidate and the name of the State in which each candidate resides, to each Regular Member of the Corporation on or before July 1st.
- b) Additional Nomination. Additional nomination of an eligible member may be made by written petition addressed to the Secretary and received at their regular address on or before July 15th, signed by five Regular Members and accompanied by the written acceptance of such additional nominee signifying their willingness to be a candidate. No person shall be nominated for more than one position, and additional nominations herein provided shall be made only from those members who have not accepted a nomination of the Nominating Committee.
  - c) Uncontested Slate. If no valid additional nominations are received by the Secretary on or before July 15th, the Nominating Committee's slate shall be declared elected at the time of the annual meeting and no ballot shall be required.
  - d) Distribution of Ballots. If one or more additional nominations are received by July 15th, on or before August 15th the Secretary shall mail to each Regular Member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the States in which they reside, together with a blank envelope and a return envelope addressed to the Secretary marked "ballot" and bearing the name of the member to whom it was sent. Each voter after marking their ballot, shall seal it in the blank envelope which in turn shall be placed in the addressed envelope to the Secretary and returned by mail not later than September 15th. The inspectors of elections shall check the returns against the list of Regular Members in good standing prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of voters as well as the results of the voting which shall be announced at the annual meeting in the case a ballot is necessary. The Board may designate an independent professional firm to receive and count votes on any matter that it feels unusually sensitive.
  - e) No Other Nominations. Nominations cannot be made at the annual meeting or in any other manner other than is herein provided.

Section 4. Election. By September 30th, the vote conducted by ballot shall be counted by three inspectors of election appointed by the Board of Directors prior to mailing the ballots. Ballots must be returned to the Secretary and postmarked on or before September 15th to be valid. The person receiving the largest number of votes for each position shall be elected. Should any nominee, at the time of the annual meeting, be unable to serve for any reason or decline election, such nominee shall not be elected and the vacancy shall thereby occur which shall be filled by the new Board of Directors as provided in these By-Laws. Newly elected officers and directors shall assume office in accordance with Section 1 of this Article.

## ARTICLE V: COMMITTEES

Section 1. Standing Committees. The Board each year appoints standing committees to advance the work of the Corporation in such matters as dog shows, obedience trials, trophies, annual prizes, membership and such other fields which may well be served by committees. Committee work shall always be subject to the final authority of the Board. Any committee appointed 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.

Section 2. Special Committee. Special committees may be appointed by the Board to aid it on particular projects. Any committee appointment to a special committee 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.

## ARTICLE VI: DISCIPLINE

Section 1. American Kennel Club Suspension. A member suspended from the privileges of the American Kennel Club *for any reason (2)* shall be automatically suspended from the privileges of this Corporation 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 Corporation or the breed or for violations of the Club Code of Ethics. Written charges with specifications must be filed in duplicate with the Secretary of the Corporation together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained. The Secretary shall promptly notify the Board and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Corporation, the breed or the Club Code of Ethics. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of any of the above it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date for hearing by the Board or a Committee of not less than three members of the Board. The hearing shall not be less than three weeks or more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the person charged by registered mail together with a notice of the hearing and an assurance that the person charged may personally appear in his or her defense and present witnesses.

Section 3. Board Hearing. The Board or Committee shall have complete authority to decide whether counsel may attend the hearing, but both the complainant and the person charged shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and the testimony presented by the complainant and the person charged, the Board or Committee may by a majority of those present suspend the person charged from all privileges of the Corporation for not more than six months from the date of the hearing, or until the next annual meeting if that will occur more than six months later. And, if

it deems that punishment is not sufficient it may also recommend to the membership that the penalty be expulsion. In such case, the suspension will not restrict the right of the person charged to appear before fellow members at the ensuing Corporation meeting which considers the recommendation of the Board or Committee. Immediately following the Board or Committee reaching a decision, its finding shall be filed in written form with the Secretary who in turn shall notify each of the parties of the decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member from the Corporation may be accomplished only at the annual meeting of the Corporation following a hearing and upon recommendation of the Board or Committee as provided in Section 3 of this Article. The person charged shall have the privilege of appearing in their own behalf, although no evidence shall be taken at this meeting. The President shall read the charges, the findings and recommendations, and shall invite the person charged, if present, to speak in his or her own behalf. The meeting shall then vote by written secret ballot on the proposed expulsion. A 2/3 vote of all those Regular Members present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

Section 5. Agreement Not To Sue. Any person elected to membership in the Corporation or a member at the time of the adoption of these By-Laws, agrees that the issue will not bring any legal action against the Corporation or any officer or director of the Corporation in connection with any action taken or recommended under this Article.

## ARTICLE VII: MEETINGS

Section 1. Membership Meetings. Annual and Special meetings of the membership shall be held in accordance with the Articles of Incorporation. A quorum for meetings shall be 10% of the membership.

Section 2. Board of Directors' Meeting. The first meeting of the Board of Directors shall be held immediately following the annual meeting of the Corporation and the election. Other meetings of the Board shall be held at such times and places as are designated by a majority vote of the Board. Meeting notices shall be provided by the Secretary to each member of the Board by the means agreed to by the Board at least ten days prior to the date of the meeting. A quorum for a meeting of the Board shall be a majority of the Board.

Section 3. The Board of Directors may conduct business by telephone conference call, mail, fax and electronic mail, through the Secretary, provided it does not conflict with any other provision of these by-laws. Items voted upon by telephone conference call, mail, fax and electronic mail must be confirmed by the Secretary within seven days.

Section 4. Order of Business.

- a) Corporation Meetings. 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:

- Roll Call
- Minutes of the Last Meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Election of Officers and Directors
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

- b) Board Meetings. At meetings of the Board, the Order of Business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Minutes of the Last Meeting
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Unfinished Business
- Election of New Members
- New Business
- Adjournment

Section 5. Parliamentary Procedure. The rules contained in the current edition of Roberts 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 provisions of the Articles of Incorporation, these By-Laws and any other special rules of order the Corporation may adopt.