

**BY-LAWS**  
**of**  
**THE ENGLISH SPRINGER SPANIEL**  
**FIELD TRIAL ASSOCIATION**

Originally passed by the  
ESSFTA Membership in February, 1987,  
and subsequently amended  
in November, 1991, in October, 1993, and in January, 2007.

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OF  
THE ENGLISH SPRINGER SPANIEL  
FIELD TRIAL ASSOCIATION**

**ARTICLE I**

**Name and Objectives**

**SECTION 1. Name.** The name of the Club shall be The English Springer Spaniel Field Trial Association.

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

- (a) To encourage and promote quality in the breeding of pure-bred English Springer Spaniels and to do all possible to develop their working qualities;
- (b) To encourage the organization of independent local clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club.
- (c) 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 English Springer Spaniels shall be judged; and
- (d) To do all in its power to protect and advance the interests of the breed and to encourage and conduct sportsmanlike competition at dog shows, field trials, obedience trials, working tests, sanctioned matches and/or trials, and other events under the rules of the American Kennel Club.

**ARTICLE II**

**Membership**

**SECTION 1. Eligibility.** There shall be two types of regular membership, open to all persons eighteen years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. First, individual membership shall be available to any eligible person; and, secondly, family membership shall be available, on an optional basis, to any two eligible persons who are over eighteen years of age and who reside at the same address. Dues for family membership each year shall be less than twice the dues for an individual member, but otherwise as determined by the Board; and each of the two parties in a family membership shall vote and have all other rights, privileges, and obligations as an

individual member, although, in the discretion of the Board, duplicate mailings (other than for balloting purposes) need not be sent to both parties in a family membership. In addition, there shall be a non-regular membership class for persons under eighteen years of age (but of sufficient age to compete in junior showmanship classes under the rules and/or regulations of the American Kennel Club from time to time in effect). Members of such class, however, shall not be eligible to vote or hold office.

SECTION 2. Dues. Membership dues shall be in the amount per year as determined from time to time by the Board of Governors, payable on or before the 1<sup>st</sup> day of February of each year. No member may vote whose dues are not paid for the current year. During the month of January, the Membership Secretary shall send to each member a statement of his dues for the current year. At the discretion of the Board of Governors, a non-refundable initiation fee may be imposed with respect to each new member; and such fee shall be in the amount as determined by the Board of Governors and due on the date the prospective member is elected to the Club.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Governors and which shall provide that the applicant agrees to abide by these By-Laws, as well as the rules of The American Kennel Club. The application shall state the name, address and occupation of the applicant, and it shall carry the endorsement of two members in good standing. Together with the application, the prospective member shall submit dues payment for the current year, as well as any initiation fee. Applicants may be elected at any meeting of the Board of Governors or by written vote of the Governors by mail, e-mail, or fax. Affirmative votes of 2/3 of the Governors present at a meeting of the Board or of 2/3 of the entire Board voting by mail, e-mail, or fax, shall be required to elect an applicant. An application which has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the Club and the Club may elect such applicant to membership by favorable vote of 75% of the members present.

SECTION 4. Termination of Membership. Memberships may be terminated by resignation, lapse, expulsion, or suspension by The American Kennel Club, as follows:

- (a) Resignation. Any member in good standing may resign from the Club upon written notice to either 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) Lapse. 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; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting; or
- (c) Expulsion. A membership may be terminated by expulsion as provided in Article VII of these By-Laws.

SECTION 5. Reinstatement of Membership. Any person whose membership in the Club is terminated under Section 4 of this Article may rejoin the Club by re-applying for membership in accordance with the requirements of Section 3.

SECTION 6. Annual Meeting of Members. The annual meeting of the members of the Club shall be held each year on either the “basic date” or the “alternative date” (as defined below), at a place, date and hour as designated by Board of Governors, the general location of such meeting to vary from year to year. Written notice of such annual meeting shall be mailed, e-mailed, or faxed by the Membership Secretary to each member at least 14 days and not more than 30 days prior to the date of the meeting. The quorum for the annual meeting shall be 10% of the members in good standing. In determining the general location for the annual meeting in a particular year (a determination that shall ordinarily be made at the Board of Governors’ annual meeting in the preceding calendar year), the Board shall strive to avoid scheduling it in either (a) a region of the country that is to host a regular meeting of the members in the same calendar year as such annual meeting or hosted such a regular meeting in the preceding calendar year or (b) a region of the country that hosted the annual meeting in the preceding calendar year. The “basic date” for the annual meeting each year shall be the Saturday in April or May that is eight days prior to Mother’s Day. The “alternative date” in a particular year shall be one week earlier; and the “alternative date” for the annual meeting shall be permissible in a particular year only if a motion in favor of the “alternative date” had been approved by the Board at its annual meeting in the immediately preceding year.

SECTION 7. Regular Meetings of Members. In each calendar year, there shall be two additional meetings of the members of the Club (i.e., “regular” meetings), over and above the annual meeting and any special meetings. One such regular meeting shall be in conjunction with the National Bench Specialty, and the other such regular meeting shall be in conjunction with the National Amateur Championship Field Trial. The specific place, date, and hour of each regular meeting shall be designated by the Board of Governors. Notice and quorum requirements for each regular meeting shall be the same as the notice and quorum requirements applicable to the annual meeting of members.

SECTION 8. Special Meetings of Members. Special Club meetings of members may be called by the President or by a majority vote of the members of the Board who are present at a meeting of the Board or who vote by mail. Such meeting shall be held at such place, date, and hour as may be designated by the Board of Governors. Written notice of such meeting shall be mailed, e-mailed, or faxed by the Membership Secretary at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other club business may be transacted. The quorum for such a meeting shall be 10% of the members in good standing.

SECTION 9. Manner of Acting. At any meeting of members of the Club, voting shall be limited to those members in good standing who are present, except for the annual election of Governors (which shall be decided by written ballot cast by mail, as provided in Article V) and amendment(s) to the By-Laws (which may only be adopted by written ballot cast by mail, as provided in Article DC), as well as any other matter the Board of Governors may decide to submit for the decision of the members by written ballot. The vote of the majority of eligible

members present at a meeting at which a quorum is present or the vote of the majority of members casting ballots if the voting is by mail, provided the total number of ballots cast exceed the quorum requirement, shall be necessary for the adoption of any manner voted upon by the members.

SECTION 10. Compensation and/or Reimbursement. The members shall not be liable for the debts or obligations of the Club. No member shall receive any compensation for services rendered to the Club, unless such compensation is approved in advance by the Board. A member may be reimbursed for expenses reasonably incurred on behalf of the Club, if approved by the Board of Governors.

### **ARTICLE III**

#### **Board of Governors**

SECTION 1. General Powers and Duties. The property, business and affairs of the Club shall be managed by its Board of Governors, and the Board of Governors may exercise all such powers of the Club as are not by law directed or required to be exercised by the members.

SECTION 2. Number, Tenure, and Qualifications. The number of Governors of the Club shall be twenty-one, ten of whom shall be Regional Governors (i.e., five “bench” and five “field” Regional Governors). Each Governor shall be a United States resident, shall be a member of the Club in good standing, shall have been such a member for one (1) full year prior to such date on which he would take office, and shall hold office until his or her successor shall have acceded to the Board. Each Regional Governor must reside within his Region and shall carry out such specific duties, relative to his Region, as are determined from time-to-time by the Board. Seven Governors shall be elected by the members at each annual meeting of members at the annual membership meeting of the Club, each of whom shall serve for a three-year term. Procedures for the election of Governors shall be as set out in Article IV of these By-Laws. Continuous service on the Board shall be and is subject to the following limitations:

- (a) General Rule. An incumbent Governor shall not be eligible for re-nomination or election to a second full three-year term on the Board unless he has filed a letter with the current chairman of the Nominating Committee (with a copy to the Corresponding Secretary) that sets forth his expression of willingness to accept a nomination from the Nominating Committee to an officership post at any point during his second term on the Board. Thereafter, an incumbent Governor shall not be eligible for re-nomination or election to a third or subsequent full three-year term on the Board unless in the final year of the expiring term he is serving in an officership post and is slated by the nominating committee to continue in such post or, alternatively, the Nominating Committee slates him for an officership post for the first time or for a new officership post simultaneously with its slating of him for an additional term on the Board. Notwithstanding the foregoing, if an outgoing President’s final year in the Presidency coincides with his final year in a three-year term on the Board, he may be re-nominated to the Board without being slated for another officership post, but such a re-nominated

President may only serve one additional year on the Board, pursuant to the further limitation set out below. As a transition rule, for purposes of this Section, no Governor holding office when the foregoing limitation becomes effective shall be deemed to have completed a three-year term as of the Board's 1994 Annual Meeting; but, thereafter, this transition rule shall be inapplicable.

- (b) Special Rule Respecting a President. An incumbent President of the Club may continue to serve as a Governor for only one year after leaving the office of President. If a former President's departure from the Board under the preceding sentence occurs at a time other than at the close of a three-year term, such vacancy shall be filled in the same manner as any other vacancy under Section 10 of this Article.

SECTION 3. Annual Meetings of Governors. The annual meeting of the Board of Governors shall be held at the same place as and immediately following the annual meeting of members in each year. Notice of such meeting shall be given in the same instrument providing notice to Club members of the annual meeting of members, in accordance with Article II, Section 6, above.

SECTION 4. Regular Meetings of Governors. In each calendar year, there shall be two additional meetings of the Board of Governors (i.e., "regular" meetings), over and above the annual meeting and any special meetings. One such meeting shall be in conjunction with the National Bench Specialty, and the other such regular meeting shall be in conjunction with the National Amateur Championship Field Trial. At each of the foregoing events, the Board's regular meeting may precede or follow the regular meeting of members at such event, as determined by the Board. Notice of each regular meeting of Governors shall be given in the same instrument providing notice to Club members of the regular meeting of members in conjunction with the same national event, in accordance with Article II Section 7, above. Any regular meeting of Governors may be conducted by teleconference call.

SECTION 5. Special Meetings of Governors. Special meetings of the Board of Governors may be held at any time on the call of the President or at the request in writing of any seven (7) Governors. Special meetings of the Board of Governors may be held at such place as shall be specified or fixed in the call for such meeting or notice thereof. Notice of each special meeting shall be mailed, e-mailed, or faxed by or at the direction of the Membership Secretary to each Governor, addressed to him at his residence or usual place of business, at least fourteen (14) days and not more than thirty (30) days prior to the day on which the meeting is to be held, and such notice shall state the purpose of the meeting. Notice may be waived in writing by a Governor, either before or after the meeting. Any special meeting of Governors may be conducted by teleconference call.

SECTION 6. Manner of Acting. Except as otherwise provided by statute, the Articles of Incorporation, or these By-Laws, the vote of a majority of the Governors present at a meeting at which a quorum is present shall be necessary for adoption of any matter voted upon by the Governors. For purposes of this Section and Section 8, below, at any regular or special meeting

(but not at an annual meeting), a Governor participating via teleconference shall be deemed to be present.

SECTION 7. Informal Action. Any action required to be taken at a meeting of the Board of Governors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Governors.

SECTION 8. Quorum. One-third (1/3) of the total number of Governors as at the time specified by the By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Governors. In the absence of a quorum, a majority of the Governors present may adjourn the meeting to a day certain, and the Secretary shall give all absent Governors written notice of such adjourned date.

SECTION 9. Resignation. Any Governor may resign at any time by giving a written notice to the President or either Secretary of the Club. Such resignation shall take effect at the time specified therein; and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 10. Vacancies. Any vacancy occurring in the Board of Governors may be filled by the Board. Each Governor appointed to fill a vacancy shall hold office for the unexpired term of his predecessor. In addition, in the case of a vacancy in the office of a Regional Governor, the President may designate an incumbent Governor to serve as an "Acting Regional Governor" respecting the Region to which the vacancy relates, such "Acting Regional Governor" to serve only until the vacancy is otherwise filled by the Board or by the normal election process.

SECTION 11. Compensation and/or Reimbursement. No Governor shall receive any compensation for services rendered to the Club as a Governor, but a Governor may be reimbursed for expenses reasonably incurred on behalf of the Club (or compensated pursuant to Article II, Section 10), but only if approved by the Board.

## **ARTICLE IV**

### **Officers**

SECTION 1. Officers. The officers of this Club shall consist of a President, two Vice Presidents (one for bench and obedience activities and one for field activities), a Corresponding Secretary and a Membership Secretary, a Treasurer, and an AKC Delegate. The President and Vice Presidents must each be a member of the Board of Governors; and the Secretaries, the Treasurer, and the AKC Delegate may, but are not require to, be members of the Board. The officers shall be elected by the Board of Governors at their annual meeting, to hold office until their respective successors are elected, qualify, and take office. No two of the foregoing offices may be held by one and the same person at one and the same time; and no individual may serve in the office of President for more than three consecutive one-year terms. The Board of Governors may provide for such other subordinate offices, appoint incumbents thereto, and assign their respective duties to them, from time to time, as it deems advisable.

SECTION 2. The President. The President shall preside at all meetings of the members, the Board of Governors, and the Executive Committee. He shall be responsible for the general and active management of the business of the Club, as well as have the power to accept and receive donations, gifts, devises and bequests made to the Club and to agree to any conditions or limitations thereto and to give receipts and acquittances therefore. In addition, he shall see that all orders and resolutions of the Board are carried into effect, and he shall execute the bonds, mortgages and other contracts requiring superintendence of all other officers of the Club and shall see that their duties are properly performed. He shall submit a report of the operations of the Club for the preceding year to the members at their annual meeting; and, from time to time, he shall report to the Board all matters within his knowledge which the interests of the Club may require to be brought to their notice.

SECTION 3. The Vice Presidents. There shall be two Vice Presidents of the Club a “Vice President – Bench and Obedience” and a “Vice President – Field.” Each Vice President shall perform such duties in his respective area as shall be assigned to him from time to time by the President or the Board of Governors, as well as serve on the Executive Committee of the Board, in accordance with Article VI, Section 1, below. In the absence or incapacity of the President, the Vice Presidents collectively shall have all the powers and shall perform all the duties of the President (with any issues arising due to variances in views of the two Vice Presidents to be resolved by the Board or, in an emergency, by the other members of the Executive Committee).

SECTION 4. The Secretary. There shall be two Secretaries of the Club – a “Corresponding Secretary” and a “Membership Secretary.” The Corresponding Secretary shall keep full minutes of all meetings of the members and Governors; he shall attend the sessions of the Board and shall act as clerk thereof and record all the acts and votes and the minutes of all proceedings in a book to be kept for that purpose. He shall have custody of the Club seal and shall affix the same to all papers and documents whenever the seal shall be required to be so affixed. He shall have custody of and properly keep all the record books of the Club. The Membership Secretary shall maintain all records on Club members, as well as give, or cause to be given, notice of all meetings of members and Governors. Each Secretary shall also perform such other duties as shall be assigned to him from time to time by the President or the Board of Governors. Any reference in these By-Laws to the Secretary, without distinguishing between the two Secretaryships, shall be treated as a reference to the Corresponding Secretary.

SECTION 5. The Treasurer. The Treasurer shall keep full and correct account of receipts and disbursements in the books belonging to the Club and shall deposit all moneys and other valuable effects in the name and to the credit of the Club in such banks for deposit as may be designated by the Board of Governors. He shall dispose of funds of the Club as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Governors, whenever they may require it of him, an account of all his transactions as Treasurer and of the financial condition of the Club.

SECTION 6. Resignations. Any officer may resign at any time by giving a written notice to the President or either Secretary of the Club. Such resignation shall take effect at the

time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 7. Vacancies. Any vacancy occurring in any office may be filled by the Board of Governors. Each officer appointed to fill a vacancy shall hold office for the unexpired term of his predecessor.

## ARTICLE V

### The Club Year, Nominations, Elections

SECTION 1. Club Year. The Club's fiscal year shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December.

SECTION 2. Annual Election of Governors. At the annual meeting of members for the election of governors, the vote shall be conducted by ballot. Ballots to be valid must be received via mail or hand delivery by the Membership Secretary before the opening of the meeting. Ballots shall be counted immediately before and/or at the meeting by either (i) two or more Tellers, who are members in good standing, have been appointed by the President, and who are not candidates on the ballot; or, alternatively, (ii) representatives of a firm of independent accountants, engaged by the Club to perform the Tellers' function. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Governors in the manner provided by Article III, Section 10.

SECTION 3. Annual Election of Officers. At the annual meeting of the Board of Governors for the election of officers of the Club (including the Delegate to The American Kennel Club), the vote shall be conducted by ballot. Ballots to be valid must be received via mail or hand delivery by the Corresponding Secretary before the opening of the meeting. Ballots shall be cast only by members of the Board, as constituted after the annual election for Governors by members, which would immediately precede the Board meeting. No person shall be elected to the office of President or Vice President, who is not a member of the Board. Voting by proxy shall not be permitted; and any ballot received from any person who was nominated for the Board but who was not elected at the immediately preceding membership meeting shall not be counted. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the meeting, is unable to serve for any reason (including defeat in the Board election), such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Governors.

SECTION 4. Nominations and Ballots. Each year, a Nominating Committee shall be constituted in the manner set out in Article VI, Section 2. The Committee shall consist of members in good standing from different areas of the U.S.A. Each Board member of the Nominating Committee shall have more than one year remaining in his term on the Board (except in each case of a Board member who is in his final year on the Board and who has confirmed in writing to the President that he would not accept a re-nomination to the Board).

The President shall designate a chairman for the Committee from those individuals selected or appointed under Article VI, Section 2, such designation subject to Board approval. The Nominating Committee may conduct its business by mail. No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws. Further nomination and election procedures shall be as follows:

- (a) Nominations by the Committee. The Nominating Committee shall nominate, from among the eligible members of the Club, one candidate for each open position on the Board of Governors and each officership position and shall procure the acceptance of each nominee so chosen. With respect to Committee decisions on nominees, each member of the Nominating Committee shall have an equal vote on potential nominees. In developing its slates each year, the Committee shall slate for a Regional Governor post only a person who resides in the Region he is to represent and otherwise shall consider geographical representation of the membership on the Board to the extent that it is practicable to do so, as well as attempt to nominate a slate of proposed Governors and a slate of proposed officers reflecting a balance in backgrounds as to the various types of Springer Spaniel activities. Each year, the Committee shall submit its two slates of candidates to the Membership and Corresponding Secretaries prior to November 15<sup>th</sup>; and the Membership Secretary shall mail both slates, including the full name of each candidate and the name of the State in which he resides, to each member of the Club on or before December 1<sup>st</sup>.
  
- (b) Nominations by Petition. Additional nominations of eligible members for the Board may be made by written petition addressed to the Membership Secretary and received at his regular address on or before January 15<sup>th</sup>, signed by members of the Club equal to or in excess of 10% of the Club's membership, and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one position; and a candidate for the Board must specify whether he is running for (i) a Bench Regional Governorship post, (ii) a Field Regional Governorship post, (iii) an At Large Governorship post, or (iv) one of the foregoing, plus an officership post. If a candidate by petition runs for a Board post for which the Nominating Committee's nominee (or one of its nominees) is also the Committee's nominee for an officership post, such candidate must also run for the same officership post, in the manner set out below, if he desires to be treated as being in contention with the Committee's Governor/officer nominee. Additional nominations for any officership position may be made by written petition addressed to the Corresponding Secretary, signed by three members of the Board of Governors (as constituted as of the date of the Petition), and otherwise in accordance with the foregoing provisions applicable to a petition for a nominee for the Board. 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.

- (c) Uncontested Elections. If no valid additional nominations for Board positions are received by the Membership Secretary on or before January 15<sup>th</sup>, nominations shall close, and the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting of members, with no balloting required. If no valid additional nominations for officership positions are received by the Corresponding Secretary on or before January 15<sup>th</sup>, nominations shall close, and the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting of the Board, with no balloting required.
- (d) Contested Elections. If one or more valid additional nominations for the Board are received by the Membership Secretary on or before January 15<sup>th</sup>, he shall, on or before March 15<sup>th</sup>, mail to each member in good standing a ballot listing all of the nominees in alphabetical order, with the names of the States in which they reside, together with a signature envelope and a return envelope addressed to the Membership Secretary. The Tellers of election shall check the returns against the list of members whose dues are paid for the current year, and they shall certify the eligibility of the voters as well as the results of the voting which shall be announced at the Annual Meeting of members. Cumulative voting shall be and is prohibited. If one or more valid additional nominations for the officership positions are received by the Corresponding Secretary on or before January 15<sup>th</sup>, he shall, on or before March 15<sup>th</sup>, mail to each Governor a ballot listing all of the nominees in alphabetical order, with the names of the States in which they reside, together with a signature envelope and a return envelope addressed to the Corresponding Secretary. In addition, prior to March 15<sup>th</sup>, the Corresponding Secretary shall provide the Membership Secretary with a list of any additional nomination(s) for officership positions, which the latter Secretary shall mail to the members.

## ARTICLE VI

### Committees

SECTION 1. Executive Committee. The Executive Committee of the Board shall consist of three to five persons – i.e., the President and the two Vice Presidents, plus one or two additional Governors if proposed by the President and approved by the Board at its annual meeting. The Executive Committee shall be responsible for day-to-day operations of the Club and shall act on behalf of the Board in an emergency situation and until such time as the Board can be advised of the nature and character of the emergency. The Executive Committee shall not have authority to make major policy decisions.

SECTION 2. Nominating Committee. Each year, the Nominating Committee that takes office as of the annual meeting of the Board of Governors shall consist of the following individuals:

Two members – one of whom shall have been selected by the National Bench Show Committee at the National Bench Specialty in the preceding calendar year

and one of whom shall have been selected by the National Amateur Championship Committee at the National Amateur Championship Field trial in the preceding calendar year, each such selection process to be in accordance with resolutions approved by the Board;

Two members – one of whom shall have been selected by the Bench Regional Governors and one of whom shall have been selected by the Field Regional Governors; and

Three members – appointed by the President, subject to approval by the Board at the annual meeting of the Board of Governors.

As to any member of the Nominating Committee who is to be selected by a process other than by appointment by the President, but (i) whose name has not been submitted to the president by the January 31<sup>st</sup> preceding the applicable annual meeting of the Board of Governors or (ii) such contemplated member fails to acknowledge acceptance of his selection by the foregoing date, the President shall make a replacement selection, via the appointment process, subject to Board approval at such annual meeting.

SECTION 3. Other Committees. Consistently with such guidelines as the Board of Governors may establish from time to time and subject to the Board's approval, the President shall appoint such committees (as well as chairman and/or co-chairmen) as appropriate to carry out authority and responsibility in connection with the various facets of the Club's activities. Each Committee's chairman or co-chairman shall be responsible for submitting a written report at the annual membership meeting. Each such report shall describe the Committee's activities over the preceding year and cover all other relevant matters.

## **ARTICLE VII**

### **Discipline**

SECTION 1. American Kennel Club Suspension. Any member who is suspended from the privileges of The American Kennel Club shall be, and herewith is, suspended from the privileges of this Club for a like period.

SECTION 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$10 which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Corresponding 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 considers that the charges do not allege conduct which would be prejudicial to the best interest of the Club or of the breed it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix

a date of a hearing by the Board or a Committee of not less than three members of the Board, not less than 3 weeks nor more than 6 weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. Board Hearing. The Board or Committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing on the evidence and testimony presented by complainant and defendant, the Board or Committee may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing, or until the next annual meeting if that will occur after six months. 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 recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

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

## **ARTICLE VIII**

### **Miscellaneous**

SECTION 1. Principal Office. The principal office of the Club shall be as determined from time to time by the Board of Governors. In the absence of any such determination, the principal office shall be the personal residence of the incumbent Corresponding Secretary of the Club.

SECTION 2. Corporate Seal. The corporate seal of the Club shall be circular in form, bearing the name of the Club in the marginal circle, and the words "Corporate Seal" in the inner circle. Said seal may be used by causing it or a facsimile or equivalent thereof to be impressed or affixed or reproduced.

SECTION 3. Depositories. All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies or other

depositories as the Board of Governors may designate or, in the absence of such a designation, as determined by the Treasurer.

SECTION 4. Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Club shall be signed by such officer or officers, agent or agents, of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 5. Inspection of Books and Records. The books and records of the Club may be inspected by any member (or his agent) for any reasonable purpose at any reasonable time.

SECTION 6. Gender. The use in these By-Laws of masculine pronouns (e.g., “he” or “him”) and other masculine terms (e.g., “chairman”) is solely for purposes of brevity; and any such word or phrase in any Article of these By-Laws shall be construed to encompass the correlative feminine term (e.g., “she,” “her,” “Chairwoman,” etc.).

SECTION 7. E-Mail Notices. Notices to members of an annual meeting or of a special meeting and notices to Governors of a special meeting may be communicated via email only to such persons who filed previously with the Club a written authorization agreeing to such method of communication. Such authorization, which is revocable, shall also provide for a release to the Club from any claims if an emailed notice is received late or is not received by the person to whom it is directed due to circumstances beyond the Club’s control.

## **ARTICLE IX**

### **Amendments**

SECTION 1. Amendments. These By-Laws (as well as the standard for the breed) may be amended, and new and other By-Laws may be adopted by the affirmative vote of two-thirds (2/3) of the membership voting on the relevant motion, said voting to be solely via ballot, in accordance with Article II, Section 9, above. Any amendment or other action hereunder may be proposed by the Board of Governors or by written petition addressed to the Corresponding Secretary signed by twenty per cent (20%) of the membership in good standing.

SECTION 2. AKC Approval of Amendments. No amendment to these By-Laws (or to the standard for the breed) that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

## **ARTICLE X**

### **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 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 proceed 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 Governors.

## **ARTICLE XI**

### **Order of Business**

**SECTION 1. Club Meetings.** 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 Last Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Board (at annual meeting)
- Unfinished business
- New business
- Adjournment

**SECTION 2. Board Meetings.** 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
- Election of officers (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

**SECTION 3. Miscellaneous.** As to any matter of parliamentary procedure not specifically addressed by these By-Laws, "Roberts' Rules of Order" shall govern.