

# **CLUMBER SPANIEL CLUB OF AMERICA, INC CONSTITUTION AND BY LAWS**

## **ARTICLE 1** Name and Objects

### **Section 1**

The name of the Club shall be the Clumber Spaniel Club of America, Inc. a non-profit corporation organized under the laws of the State of Oklahoma, all assets of the association subject to all the liabilities thereof:

### **Section 2**

The objects of the club shall be:

- (a) to encourage and promote quality in the breeding of purebred Clumber Spaniels and to do all possible to bring their natural qualities to perfection,
- (b) to encourage the organization of independent local Clumber Spaniel Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club,
- (c) to urge member and breeders to accept the Standard of the breed as approved by the American Kennel Club as the only standard of excellence which Clumber Spaniels shall be judged,
- (d) to do all in it's power to protect and advance the interests of the breed and to encourage participation in and sportsmanlike competition at the dog shows, obedience trials, and tracking and hunting tests, and
- (e) to conduct sanctioned matches, specialty shows, obedience trials and tracking, and hunting test under the rules of the American Kennel Club.
- (f)

### **Section 3**

The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from any dues or donations to the Club shall inure to the benefit of any member or individual.

### **Section 4**

The members of the Club shall adopt and from time to time revise such by-laws as may be required to carry out these objectives.

## BY- LAWS

### ARTICLE 1

#### Membership and Dues

##### Section I Eligibility:

There shall be three types of voting membership. Regular, Household and Life.

**Regular Membership:** Regular members shall be open to all persons eighteen years of age or older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

**Household Membership:** Open to two adults, 18 years of age and older living in the same household. Each individual is permitted one vote.

**Life Membership:** Life Members shall include persons of outstanding achievement or service to the Clumber Spaniel Club of America, or to the breed, placed in this category by unanimous vote of the Board. Life members must be eighteen years of age or older, who are in good standing with the American Kennel Club, who subscribe to the purposes of this Club. These members shall be eligible to vote and to hold office, but are not required to pay dues. Any Club member in good standing may nominate persons for this type of membership. The nomination must be sent to the current secretary for forwarding to the full board, whose decision of which shall be final.

There shall be two types of non-voting membership.

**Junior Membership:** Open to all persons 10 through 17 years of age, who subscribe to the purposes of this Club. Junior Members may convert to regular membership upon reaching their 18th birthday. Cannot vote or hold office.

**Honorary Membership:** Honorary membership shall include persons of outstanding service to the Clumber Spaniel Club of America or to the breed, placed in this category by unanimous vote of the board. This class of membership is to recognize special service to the Club or to the breed rendered by a person outside the Club or the breed. Honorary members shall be ineligible to vote or to hold office, but are not required to pay dues.

##### Section 2 Dues

Membership dues shall be assessed annually for all Regular and Junior members, and shall be payable on or before the 1<sup>st</sup> day of January of each year.

The amount of the dues for each membership category shall be determined by a majority decision of the full membership of the Board, but shall not exceed \$35.00 per year for a single membership, \$40.00 per year for a household membership (two adults living at the same address) and \$15.00 per year for a Junior Membership. Members' dues for members in Canada and all other countries shall be assessed based on residency. No member may vote whose dues are not paid for the current year. Dues received from new members on or after October 1<sup>st</sup> will be considered to include dues for the ensuing year.

A request for payment of dues shall be published in the Club Bulletin in the last issue of each year and/or a statement may be sent to each member by mail.

##### Section 3 Election to Membership:

Each applicant for membership shall apply on a form as approved by the Board of Directors, which shall provide that the applicant agrees to abide by the Constitution and by-laws of this Club and the rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant and carry the endorsement of two members in good standing. Accompanying the application the prospective member shall submit dues payment for the current year. Applicants may be elected by secret ballot at any meeting of the Board

of Directors or by secret vote of the directors by mail. Affirmative votes of 2/3 of the entire Board voting by mail 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 endorses at the next Annual Meeting of the Club and the members may elect such applicant by secret ballot and a favorable vote of 75% of the members present

#### **Section 4 Termination of Membership**

Members may be terminated:

- (a) By resignation. Any member in good standing may resign from the Club upon written notice to the Secretary but no member may resign when in debt to the Club. Debt is incurred on the first day of each fiscal year.
- (b) By lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid March 1<sup>st</sup>. No member may vote whose dues are not paid for the current year. If a member wishes to be reinstated after March 1<sup>st</sup>, a \$10.00 administrative fee will be charged. If a member remains lapsed for a calendar year said former member must reapply on an approved application form and pay the full dues required.
- (c) By expulsion. A membership may be terminated by expulsion as provided for in Article VI of these by-laws.

## **ARTICLE II**

### **Meetings**

#### **Section 1 Annual Meeting**

The Annual Meeting of the Club shall be held in conjunction with the Club's Annual Specialty Show at a place, date, and hour designated by the Board of Directors. Written notice of the annual Meeting shall be printed in the club Bulletin or mailed by the Secretary to each member at least 30 days prior to the date of the meeting. The quorum for the Annual Meeting shall be 10% of the members in good standing.

#### **Section 2 Special Club Meetings**

Special Club meetings may be called by the President or by a majority vote of the members of the Board who are present at a meeting of the Board of Directors or who vote by mail, and shall be called by the Secretary upon receipt of a petition signed by 10% of the members in good standing. Such meeting shall be held at such place, date, and hour as may be designated by the Board of Directors. The Secretary shall mail written notice of such meetings 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 3 Board Meeting**

A meeting of the Board shall be held immediately before and/or after the Annual Meeting. Other meetings of the Board of Directors shall be held at such times and places as designated by the President or a majority vote of the entire Board. Written notice of each such other meeting shall be mailed by the Secretary to each member of the Board at least 14 days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board voting in person or my mail.

#### **Section 4**

The Board of Directors may conduct its business by mail, FAX or telephone conference call through the secretary. Items voted upon by conference call must be confirmed in writing within 7 days.

## **ARTICLE III**

### **Directors and Officers**

### **Section 1 Board of Directors**

The Board shall be composed of the President, Vice President, Secretary, Treasurer, and five other persons, all of whom shall be members in good standing who are residents of the United States. They shall be elected for one-year terms as provided for in Article IV, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors and no husband and wife shall serve on the Board of Directors at the same time

### **Section 2 Duties**

The Club's officers, consisting of the President, Vice President, Secretary, and Treasurer, shall serve in their respective capacities both with regard to the Club and its meeting and the Board and its meetings.

- (a) The President shall preside at all meetings of the Club and of the Board and shall have duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these by-laws
- (b) The Vice President shall have the duties and exercise the powers of the President in case of the president's death, absence, or incapacity.
- (c) The Secretary shall keep a record of all meetings of the Club and of the Board of Directors and of all votes taken by mail and all matters of which the Club shall order a record. He or she shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify Officers and Directors of their election to office, and keep a role of the members of the Club along with their addresses.
- (d) The Treasurer shall collect and receive all monies due or belonging to the Club, except that the person designated as the Show Treasurer shall collect all monies connected with that event and turn over said funds to the Treasurer within 90 days after the event. He or she shall deposit all money in a Bank approved by the Board, in the name of the club. His or her books shall, at all times, be open to inspection by the Board and he or she shall report to them at every meeting on the condition of the Club's finances and every item of receipt or payment not before reported; and at the Annual Meeting he or she shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded.
- (e) The Delegate to the American Kennel Club shall represent the Club at the quarterly meetings and present the views of this Club as directed by the board or vote her/his conscience in the absence of specific direction, considering the best interests of the Club and the breed, and serve the Club in any other capacity connected with the AKC which shall further the interest of this Club.

### **Section 3 Vacancies**

Any vacancies occurring on the Board or among the Officers during the year shall be filled until the next annual election by a majority vote of all the members of the Board except that a vacancy in the Office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of the Vice President shall be filled by the Board.

## **ARTICLE IV**

### **The Club Year, Voting, 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. The Club's official year shall begin on the 1<sup>st</sup> day of August and continue through the 31<sup>st</sup> day of July the following year. The elected Officers and Directors shall take office on the 1<sup>st</sup> day of August and each retiring officer shall turn over all properties and records relating to that office within 30 days after the election to his or her successor in office.

## **Section 2 Voting**

At the Annual Meeting or at a special meeting of the club, voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of Officers and Directors, and the amendments to the Constitution and By-laws and the Standard of the Breed which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. In the case of a household membership each individual shall be permitted one vote. The Board of Directors may submit other specific questions for decision by the members by written ballot cast by mail.

## **Section 3 Nominations and Ballots**

No person may be a candidate in a Club election who has not been nominated in accordance with these by-laws. The Board of Directors shall choose a Nominating Committee before January 15th. The Nominating Committee shall consist of three members and two alternates from different areas of the U. S.A., all members in good standing, not more than one of whom shall be a member of the current Board of Directors. The highest ranking Board member whose term is expiring shall be chairman, or the board shall name a chairman in other event. The Nominating Committee may conduct its business by mail.

- (a) The Nominating Committee shall nominate from among the eligible members of the Club at least one candidate for each office and a minimum of five and a maximum of nine candidates for the Board of Directors. Officers of the Club, President, Vice President shall serve no more than three consecutive terms in one position. The Secretary and Treasurer may serve beyond the three-year limit. Members of the Board of Directors shall serve no more than three consecutive terms on the Board, but still may serve as an officer. The committee shall consider geographical representation of the membership of the Board, to the extent that it is practical to do so. To aid the committee in its task the Secretary shall provide each member with a current list of members, a list of officers serving their third term, a list of directors serving a second term, and a copy of the sections of the by-laws pertaining to the duties of the Nominating Committee. The committee shall submit its slate of candidates by May 5th to the Secretary who shall mail the list, including the full name of each candidate and the name of the state in which he or she resides, to each member of the Club on or before May 15th so that additional nominations may be made by the members if they so desire. The AKC Delegate shall be elected by the membership for three-year terms and is eligible for re-election.
- (b) Additional nominations of eligible members may be made by written petition for each nominee addressed to the Secretary and received at the Secretary's regular address on or before June 15th, signed by ten (10) members in good standing for each nomination and accompanied by written acceptance of each additional nominee signifying his or her willingness to be a candidate. No person shall be a candidate for more than one position, and the additional nominations, which are provided, for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- (c) If the Nominating Committee nominates only five candidates from the Board of Directors and no valid additional candidates are received by the Secretary on or before June 15th, the nominating committee's slate shall be considered elected and the Secretary will so inform each nominee and the general membership.
- (d) If the nominating committee nominates more than five candidates from the Board of Directors and/or one or more valid additional nominations are received by the Secretary on or before June 15th, the Secretary shall on or before June 20 mail each 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. So that the ballots may remain secret, each voter after marking his or her ballot shall seal it in the blank envelope addressed to the Secretary. The ballot will be returned to the Secretary by July 20th. The Secretary will then give the unopened ballots to a minimum of two inspectors of election who are members in good standing, not candidates on the ballot, and who have been chosen by the Board. One member may be the Secretary, if he or she is not on the ballot. The inspectors of election shall check the returns against the list of eligible members. Prior to opening the outer envelopes and removing the blank envelopes, they shall certify the eligibility of the voters as well as the results of the voting, which shall be announced in the July-August issue of the Club Bulletin.

(e) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

## **ARTICLE V**

### **Committees**

#### **Section 1**

The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership, and other fields which well may be served by committees. Such committees shall always be subject to the final authority of the Board. Special Committees may also be appointed by the Board to aid it on particular projects.

#### **Section 2**

Any committee appointment 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 to those persons whose service has been terminated. The terminated committee member shall be notified by the Secretary of their termination by way of written notice within 10 days of the Board decision. The Board may appoint a successor to the vacant committee position and shall have the Secretary notify the proposed successor in writing within 10 days. If the new appointee accepts the committee position they must do so by written notice to the Secretary within 30 days. (12/98)

## **ARTICLE VI**

### **Discipline**

#### **Section 1 American Kennel Club Suspension**

Any member who is suspended from privileges of the American Kennel Club automatically shall be 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 Secretary together with a deposit of \$10.00, which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Secretary shall promptly send a copy of the charges to each 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 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 three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and the assurance that the defendant may personally appear in his or her own defense and bring witnesses if he or she 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 all the evidence and testimony presented by the 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 (6) months. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, the suspension shall not restrict the defendant's right to appear before his or her fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached its decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the 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 three (3) of this article. The defendant shall have the privilege of appearing on his or her own behalf though no evidence shall be taken at this meeting. The President shall read the charge and the findings, and recommendations, and shall invite the defendant, if present, to speak in his or her 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 VII**

### **Amendments**

#### **Section I**

Amendments to the constitution and by-laws and to the standard for the breed may be proposed by the Board of Directors or by written petition addressed to the 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 by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

#### **Section 2**

The Constitution and by-laws and the Standard for the breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the date of the mailing accompanied by a ballot on which he or she may indicate his or her choice for or against the action to be taken. The notice shall specify a date no less than thirty (30) days after the date of mailing by which date the ballots must be returned to the Secretary to be counted, The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment

#### **Section 3**

No Amendment to the Constitution and 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 VIII**

### **Dissolution**

### **Section 1**

The Club may be dissolved at any time by written consent of not less than 2/3 of the members. In the event of 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 property 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. The Board of Directors shall select this charitable organization.

## **ARTICLE IX Order Of Business**

### **Section I**

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

- Roll Call
- Minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Unfinished Business
- New Business
- Adjournment

### **Section 2**

At meetings of the Board, 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 the Secretary
- Report of the Treasurer
- Reports of Committees
- Unfinished business
- Election of new members
- New business
- Adjournment