

GREATER CHESAPEAKE WELSH SPRINGER SPANIEL CLUB

CONSTITUTION

Adopted August 18, 2007.

ARTICLE 1 – Name and Objectives.

Section 1. Club Name – The name of the club is The Greater Chesapeake Welsh Springer Spaniel Club; referred to hereafter as the “club”.

Section 2. Objectives – The objectives are:

- a) To promote quality breeding of purebred Welsh Springer Spaniels; to maintain and develop their natural qualities and abilities.
- b) To accept and follow the American Kennel Club Welsh Springer Spaniel Standard.
- c) To protect, educate and advance the interests of the breed.
- d) To encourage sportsmanlike competition at dog shows and all related competitive events (hunting tests/trials; obedience trials; tracking tests/trials; agility and rally tests/trials)
- e) To conduct sanctioned and licensed specialty shows, obedience trials and hunting tests under the rules of The American Kennel Club.

Section 3. Status. The club is a non-profit organization. Club officers and members have shared responsibility to ensure club funds are raised, held and disbursed in an ethical manner. No part of the profits is to be available to benefit a member or individual.

Section 4. Governance. The Club shall adopt and maintain the by-laws, as necessary, to carry out all of the objectives.

BY-LAWS

ARTICLE 1: Membership.

Section 1. Eligibility. Voting membership is open to all persons eighteen (18) years and older who are in good standing with the American Kennel Club and the *Welsh Springer Spaniel Club of America*. Junior membership, a non-voting membership, is open to all persons twelve –eighteen (12-18) who are in good standing with the American Kennel Club and the *Welsh Springer Spaniel Club of America*.

Section 2. Dues. Membership dues shall be determined by a vote of the membership each year. The dues are payable on or before the 1st of November of each year. Family dues shall be one & one-half (1½) times the membership dues. No member may vote whose dues are

not paid for the current year. During the month of September/October, the Treasurer shall send to each member via mail or email, a statement of dues for the ensuing year.

Section 3. Election to membership. Each applicant for membership shall apply on a form approved by the Board of Directors. The application shall state name, address and occupation, names of the family member and by their signature agree to abide by this Constitution and By-laws and the rules of the AKC. Accompanying the application, the prospective member shall submit their payment of dues for the current year.

The application shall be submitted to the Corresponding Secretary, who will send an email notice (at least two weeks prior to the next meeting) of receipt of the application and the details of the application, to all of the members who have email and a written notice will be sent to those without email. The application can be read at the next meeting and the sponsor of the applicant will be asked if they would like to speak on their behalf. Any points for discussion should be placed on the table at that point. The applicant for membership should not be present during that time. The application shall then be voted on and must receive an affirmative vote of $\frac{3}{4}$ of the members present. The vote shall be taken by written ballot which should be counted by two people.

An application which was not accepted must wait six (6) months before reapplying, or at the discretion of the Board.

Section 4. Termination of membership. Membership may be terminated by:

- a) Resignation - Any member in good standing may resign by written notice to the Corresponding Secretary No member may resign while in debt to the club.
- b) Lapsed membership - A membership will be considered as lapsed and automatically terminated if their dues remain unpaid thirty (30) days after the due date for the dues; however, the Board may grant an additional ninety (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 at the time of the meeting.
- c) By expulsion - A membership may be terminated by expulsion as provided in Article 4.

ARTICLE 2: Meetings.

A. General Membership – Meetings.

Section 1. Regular Club Meetings. Club Meetings are to be held quarterly. The Recording Secretary shall notify the membership, by email, phone or regular mail, of the regular meetings at least thirty (30) days prior to the date of the meeting.

Section 2. Special Meetings. Special club meetings may be called by: **(a)** the President; **(b)** by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; **(c)** by the Recording Secretary upon receipt of a petition signed by five members of the club who are in good standing.

Such special meetings shall be held within the greater Chesapeake Bay area at such place, date and hour as may be designated by the person or persons authorized to call such meetings. The Recording Secretary will notify the members by email, regular mail or phone, at least five (5) days in advance of the date of the meeting. The Notice will include the purpose of the meeting, and no other club business will be addressed. The quorum for such a meeting is 20% of the members in good standing.

Section 3. Voting. Each member in good standing shall be entitled to vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any club meeting or election

B. Board Meetings.

Section 1. Board Meetings. The first meeting of the Board shall be held following the annual meeting or election. Other meetings of the Board of Directors shall be held at such times and places designated by the President or at least three members of the Board. The Recording Secretary will notify Board Members of the meeting by email, regular mail or phone, at least fourteen (14) days in advance of the meeting. The quorum for a Board Meeting shall be at least fifty percent of the Board voting, in person, regular mail or email. The Board of Directors may conduct its business by mail/email/or phone through the Recording Secretary.

Section 2. Special Board Meetings. Special meetings of the Board may be called by the President, or by the Recording Secretary upon receipt of a written request signed by at least three Board members. These meetings shall be held within the Greater Chesapeake Bay area at such place, date and hour as may be designated by the person authorized to call such a meeting. Notification of such a meeting shall be sent (via email or regular mail) by the Corresponding Secretary at least 5 days prior to the date of the meeting. The notice shall state the purpose of the meeting and no other club business will be addressed. A quorum for such a meeting shall be at least five (5) members of the Board.

ARTICLE 3: Directors and Officers.

Section 1. Board of Directors. The Board shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer and the immediate past President, unless the past President was removed for cause and one Board member at large. Board members shall be members in good standing. The officers and directors shall be elected for a two (2) year term at the club's annual election.

Section 2. Officers. The club's officers are the President, Vice President, Secretary, Corresponding Secretary, and Treasurer, and the past President. They shall serve in their respective capacities, for a term of two (2) years, both in regard to the Club, and its meetings and the Board and its meetings.

a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these By-Laws.

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

c) The Recording Secretary shall keep a record of all meetings of the club, of the Board, of all the votes taken by mail, and of all matters of which a record shall be ordered by the Club. She/He shall notify members of meetings, notify officers and directors of their election to office, and keep a roll of members of the club with their addresses.

d) The Corresponding Secretary shall have charge of the external club correspondence. She/He shall distribute correspondence to the proper officer or committee, shall respond to or write such letters as may be directed by the President or the Board of Directors. She/He shall receive applications from prospective members; and notify new members of their election to membership.

e) The Treasurer shall collect and receive all monies due or belonging to the Club. She/He shall deposit the same, in the name of the Club, in a bank approved by the Board. The books shall at all times be open to inspection by the Board and she/he shall report to them at every meeting. The Treasurer shall also report the condition of the club's finances and every item of receipt or payment not previously reported. At the annual meeting she/he shall render an account of all monies received and expended during the previous fiscal year.

For the purposes of accountability; any check for expenses \$2000.00 and greater will require the Treasurer to procure prior agreement from the President and Vice President. This should be done by email/or mail. However, if the agreement is done via a conversation, there must be some written confirmation of the agreement from the President and Vice President.

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 remaining Board members. The exception is the vacancy of the President which shall be automatically filled by the Vice President, whose resulting vacant position will be filled by the Board.

ARTICLE 4: The Club Year, Voting, Nominations, Elections.

Section 1. The Club Year. The Club's fiscal year shall begin on the 1st of September. The Club'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.

Section 2. Voting. Voting at the regular and special meetings shall be limited to those in good standing who, are present at the meeting; except for the election of Officers and Directors, and amendments to the Constitution and By-Laws; which shall be decided by written ballot cast by mail/email. Voting by proxy shall not be permitted. The Board may decide to submit other specific questions for decision of the members by written ballot cast by mail or email.

Section 3. Annual Meeting/Election of Officers.

The annual meeting shall be held in the month of October; at which Officers and Directors shall be elected for a period of two (2) years. This election shall be by secret, written ballot from among those nominated in accordance with Section 4 of this article. They shall take office immediately upon conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

Section 4. Nominations and Ballots. No person may be a candidate in a club election who has not been nominated in accordance with these by-laws. A nominating committee shall be chosen by the Board before July 5th. The Board shall name a chairperson for the committee. The committee shall consist of five (5) persons, which includes the chairperson; all members in good standing. The nominating committee may conduct its business by mail or email or phone.

a) The nominating committee: The nominating committee shall nominate from among the eligible members of the club, one candidate for each office and for each position of the Board of directors, and shall procure the acceptance of each nominee. The nominating committee may choose one or more of the existing Officers for another term. The committee shall submit its slate of candidates to the Secretary who shall mail the list, including the full name of each candidate to each member of the club on or before August 10th, so that additional nominations may be made by the members so desiring.

b) Additional nominations: Additional nominations of eligible members may be made by written petition addressed to the Recording Secretary and received on or before August 30th. Petitions must be signed by 3 members and accompanied by the written acceptance of each nominee signifying his willingness to be a candidate for the position. No person shall be a candidate for more than one position. Nominations cannot be made at the time of the annual meeting or in any manner other than as provided.

c) The Recording Secretary/Nominating committee Chairperson: The Chairman of the nominating committee shall mail/email to each member in good standing, a ballot listing all nominees for each position in alphabetical order, with a blank envelope and a return envelope addressed to the Corresponding Secretary.

Each member will bring their ballot to the meeting in a sealed envelope and submit their written ballot to the Corresponding Secretary. If a member knows they will not be at the meeting they should return the ballot, with their vote, in a sealed envelope, to the Corresponding Secretary, who will check the returns against the list of members whose dues are paid for the current year. The ballots will be counted and certified by two people; one should be the Chairman of the Nominating Committee and the second one to be chosen by the Board of Directors. Once the votes are counted and certified the results will be given to the Recording Secretary to read the results at the annual meeting.

ARTICLE 5: Committees.

Section 1. Formation. The Board may each year appoint standing committees to advance the work of the club in such matters as Specialty shows, Hunting tests, obedience trials, trophies, and other fields which may be well served by a committee. 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. Termination/appointment. Any committee appointment may be terminated by:
(a) a majority vote of the full membership of the Board upon written notice to the appointee;
(b) written resignation of the appointee. The Board may appoint successors to those persons whose service has been terminated.

ARTICLE 6: Discipline.

Section 1. American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club will be automatically suspended from the privileges of this club for like period.

Section 2. Charges. Any member may prefer charges against a general member, board member or officer for alleged misconduct, prejudicial to the best interests of the club or breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of Twenty Dollars (\$20.00), 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 the Board meeting. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct, which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of hearing by the Board or a committee of not less than 4 members of the Board, not less than one week more than four 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 hearing and the assurance that the defendant may personally appear in his/her own defense and bring witnesses if so desired.

Section 3. Board Hearing. The Board 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 charges be sustained, after hearing all of the evidence and testimony presented; the Board or committee may by a majority vote of those present suspend the defendant from all privileges of the Club for no more than six months from the date of the hearing. And if it deems necessary, it may recommend to the membership that the penalty be expulsion. Any board member/officer accused of misconduct or actions prejudicial to the best interests of the Club or breed shall, by necessity, not be allowed to serve as a voting member of the board, until the resolution and dissolution of the charges levied against him/her. Immediately after the Board or committee has reached a decision, its findings shall be put into written form and filed with the Secretary. The Corresponding Secretary in turn shall notify each of the parties of the decision and penalty, if applicable.

Section 4. Expulsion. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a hearing and upon recommendation of the Board or Committee as provided in Section 3 of this Article, Such proceeding may occur at a regular or special meeting of the Club to be held within sixty (60) days but not earlier than thirty (30) days after the Boards' recommendation of expulsion. The defendant shall have the privilege of appearing on 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 on his/her own behalf. The meeting shall then vote by secret, written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If the expulsion is not so voted, the suspension shall stand.

ARTICLE 7: Amendments.

Section 1. Amendments to the Constitution and By-Laws may be proposed by the Board or by written petition addressed to the Secretary signed by twenty percent (20%) membership in good standing. Amendments proposed by such a petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Recording Secretary for a vote within two (2) months of the date when the petition was received by the Secretary.

Section 2. The Constitution and By-laws may be amended at any time provided a copy of the proposed amendment has been mailed/emailed by the Recording Secretary to each member in good standing, on the date of the mailing; accompanied by a ballot on which the member shall indicate his 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 the mailing, by which the ballots must be returned to the Recording Secretary to be counted. The Recording Secretary and one other board member, shall count and certify the results. For the changes to be accepted there must be two thirds (2/3) favorable vote, of the members in good standing who return valid ballots within the set time limit.

ARTICLE 8: Dissolution.

Section 1. The Club may be dissolved at any time by written consent of no less than two-thirds (2/3) of the members. In the event of the dissolution of the Club, other than for purposes of reorganization, voluntary or involuntary or by operation of law, none of the property of the Club, no proceeds and no assets of the Club may be distributed to any of its members. After payment of any and all Club debts, the remaining property and assets shall be given to a charitable organization for the benefit of dogs, selected by the Board.

ARTICLE 9: Order of Business.

Section 1. 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:

- Call to order
- Minutes of the last meeting
- Report of the President
- Report of the Recording Secretary
- Report of the Corresponding Secretary
- Report of the Treasurer
- Reports of Committees
- Election of new members
- Unfinished business
- New Business
- Adjournment

Section 2. At the 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 President
Report of the Secretary
Report of the Treasurer
Reports of Committees
New business
Adjournment

Section 3. Robert's Rules of Order Revised shall govern all rules of order not covered by this Constitution and By-Laws.

Revised July 2007.