

# **WELSH SPRINGER SPANIEL CLUB OF AMERICA, Inc.**

## **CONSTITUTION**

### **ARTICLE I**

#### **Name and Object**

**SECTION 1.** The name of the Club shall be the Welsh Springer Spaniel Club of America and shall hereto be referred to as the Club.

**SECTION 2.** The Objects of the Club shall be:

(a) to encourage and promote quality in the breeding of purebred Welsh Springer Spaniels and to do all possible to bring their natural qualities to perfection;

(b) to help organize Welsh Springer Spaniel clubs in 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 Welsh Springer Spaniels shall be judged;

(d) to do all in Its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, field trials, obedience trials, rally trials, agility trials, tracking tests and other events;

(e) to conduct sanctioned matches and specialty shows, field trials, hunting tests, obedience trials, rally trials, agility trials, tracking tests, and other events for which the club is eligible under the Rules and Regulations of the American Kennel Club.

**SECTION 3.** The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from 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 may from time to time revise such By-Laws as may be required to carry out these objects.

# **BY-LAWS**

## **ARTICLE I**

### **Membership**

**SECTION 1.** Eligibility. There shall be one (1) type of membership open to all persons sixteen (16) years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. (Present honorary members will be continued unless they wish to pay the dues for active status.)

**SECTION 2.** Dues. Membership dues shall be set or changed by the Board of Directors and ratified by a majority of those members voting in a mall ballot. Dues shall not exceed fifty dollars (\$50.00) per person. Dues shall be payable on or before the first day of August of each year. No member may vote whose dues are not paid for the current year. During the month of June the treasurer shall send to each member a statement of his/her dues for the following year.

**SECTION 3.** Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by this Constitution and By-Laws and the rules of the Amencan Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of one (1) member. Accompanying the application the prospective member shall submit dues payment for the current year. Applicants may be elected at any meeting of the Board of Directors or by written vote of the Directors by mall. Affirmative votes of two-thirds (2/3) of the Directors present at a meeting of the Board or of two-thirds (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 endorsers at the next annual meeting of the Club, and the Club may elect such applicant by a favorable vote of seventy-five percent (75%) of the members present.

**SECTION 4.** Termination of Membership. Membership 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. Dues obligations are considered a debt to the Club and they become incurred on the first day of the fiscal year.

(b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of the fiscal year; 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 as of the date of that meeting.

(c) by expulsion. A membership may be terminated by expulsion of the member as provided in Article VI of these By-Laws.

## **ARTICLE II**

### **Meetings**

**SECTION 1.** Annual Meeting. The annual meeting of the Club shall be held during the months of March, April or May at a place, date, and hour designated by the Board of Directors. Written notice of the annual meeting shall be mailed by the Secretary to each member at least thirty (30) days prior to the date of the meeting. The quorum for the annual meeting shall be ten percent (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 or who vote by mail, and shall be called by the Secretary, upon receipt of a petition signed by ten percent (10%) of the members of the Club who are in good standing. Such meeting shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary at least fourteen (14) days and not more than thirty (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 ten percent (10%) of the members in good standing.

**SECTION 3.** Board Meetings. The first meeting of the Board shall be held immediately following the annual meeting or election. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of each such meeting shall be mailed by the Secretary to each member of the Board at least fourteen (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, by mail, FAX or telephone conference call.

**SECTION 4.** The Board of Directors may conduct its business by mail, FAX, or telephone conference call through the Secretary. Items voted upon by telephone conference call must be confirmed in writing within 7 days.

## **ARTICLE III**

### **Directors and Officers**

**SECTION 1.** Board of Directors. The Board shall be comprised of the President, Vice President, Secretary, Corresponding Secretary, Treasurer, and six (6) other persons, all of whom shall be members in good standing who are residents of the United States. The officers and directors shall be elected for two (2) year terms at the Club's annual elections as provided in Article IV, Section 3, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

**SECTION 2.** Officers. The Club's officers, consisting of the President, Vice President, Secretary, Corresponding Secretary, and Treasurer, shall serve in their respective capacities both with 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. The Vice President shall also serve as liaison officer with local Welsh Springer Spaniel specialty clubs.

(c) The Secretary shall notify members of meetings and keep a record of all proceedings of the Club, of the Board, of all votes taken by mail, and of all matters of which a record shall be ordered by the Club. He/she shall notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in the By-Laws.

(d) The Corresponding Secretary shall have charge of the correspondence. He/she 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. He/she shall receive applications from prospective members, notify new members of their election to membership, and notify members of their appointment to committees.

(e) The Treasurer shall collect and receive all monies due or belonging to the Club. He/She shall deposit the same, in the name of the Club, in a bank approved by the Board. His/Her books shall at all times be open to inspection by the Board and he/she shall report to them at every meeting the condition of the Club's finances and every Item of receipt or payment not before reported. At the annual meeting he/she shall render an account of all monies 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 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 then 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 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 1st day of September and end on the 31 st day of August. The Club's official year shall begin on the 1 st day of March and shall end on the 28th day of February. The elected officers and directors shall take office on March 1st, and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within thirty days.

**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, Delegates, and Directors, and amendments to the Constitution and By-Laws and the Standard for the Breed which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

**SECTION 3.** Annual Elections. At the annual election of officers and directors and the delegate to the American Kennel Club, who may, but need not be a director or officer of the Club, the vote shall be conducted by ballot as provided in Section 4 (d) below. The President, Secretary, Corresponding Secretary, and three (3) Directors shall be elected in odd numbered years. The Vice President,

Treasurer, and three (3) Directors shall be elected in even numbered years. All officers and directors shall be elected for two-year terms. The delegate to the American Kennel Club will be elected on years divisible by four (4) for a four year term. The Board of Directors shall appoint two (2) independent inspectors of election or an independent ballot association to receive and count the ballots. Ballots, to be valid, must be received by the inspectors of election by February 15th. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of election, 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 Directors in the manner provided by Article III, Section 3.

**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 of Directors before September 1st. The Committee shall be chosen and consist of three members from different areas of the U.S.A. and two alternates; all members in good standing, no more than one (1) of whom may be a member of the current Board of Directors. The Board shall name a chairperson for the Committee. The Nominating Committee may conduct its business by mail.

(a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each position on the Board of Directors, and shall procure the acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practical to do so. Prior to November 15th, the committee shall submit its slate of candidates to the Secretary, who shall mail the list, including the full name of each candidate and the name of the state in which he/she resides, to each member of the Club on or before November 30th, so that additional nominations may be made by the members if they so desire.

(b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received at his or her regular address on or before December 31st. Petitions must be signed by five (5) members and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. Except for the position of Delegate, 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 no valid additional nominations are received by the Secretary on or before December 31st, the Nominating Committee's slate shall be declared elected on March 1st, and no balloting will be required.

(d) If one or more valid additional nominations are received by the Secretary on or before December 31st, he/she shall, on or before January 15th, mail to each member in good standing, a ballot listing all 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 inspector of elections marked "Ballot" and bearing the name of the member to whom it was sent. So that ballots may remain secret, each voter after marking his ballot shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the inspector of elections. On February 15th the inspectors of election shall check the returns against the list of members whose dues are paid for the current year, prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting. The inspectors of election shall forward a notarized copy of the results to the Secretary prior to February 25th.

(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, field trials, obedience trials, trophies, annual prizes, membership, and other fields which may well be served by committees. 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. The Board may appoint successors to those persons whose service has been terminated.

## **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 often dollars (\$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 member of the Board or present them at a Board meeting. 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 interests 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 (3) members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) 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/her own defense and bring witnesses if he/she wishes.

**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 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 no more than six (6) months from the date of the hearing, or until the next annual meeting if that occurs 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 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 a 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 recommendation of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his/her 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 or 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 annual meeting shall be necessary for expulsion. If the expulsion is not so voted the suspension shall stand.

## **ARTICLE VII**

### **Amendment**

**SECTION 1.** 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 percent (20%) 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/she may indicate his/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 the mailing, by which the ballots must be returned to the Secretary to be counted. The favorable vote of two-thirds (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 Board 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 no less than two-thirds (2/3) of the members. In the event of the dissolution of the Club, other than for the purposes of re-organization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof, nor any assets of the Club shall be distributed to any of its members. After payment of the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

## **ARTICLE IX**

### **Order of Business**

**SECTION 1.** At meetings of the Club the order of business, so far as character and nature of the meeting may permit, shall be as follows:

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

**SECTION 2.** At meeting of the Board the order of, unless otherwise directed by majority vote of thies present, shall be as follows:

- Minutes of the last meeting
- Report of Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- Election of new members
- New business
- Adjournment

**SECTION 3.** All rules of order not covered by this Constitution and By-Laws shall be governed by Robert's Rules of Order, Revised

Adopted: 06/24/76

Revised: 06/28/81

12/15/83

08/08/88

10/20/88

09/20/99

11/06/07 (Date of AKC Approval)



