

CONSTITUTION

ARTICLE, NAME, AND OBJECTS

SECTION 1. The name of the Club shall be Chattahoochee English Springer Spaniel Club of Greater Atlanta, Inc.

SECTION 2. The objects of the Club shall be

- a. to encourage and promote quality in the breeding of purebred English Springer Spaniels and to do all possible to bring their natural qualities to perfection;
- b. to urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which English Springer Spaniels shall be judged;
- c. to do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows and performance events;
- d. to conduct sanctioned and licensed dog shows and performance events 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 on 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 bylaws as may be required to carry out these objects

SECTION 5. No member may act as an official representative of the Club in any legal matter, contract signing, writing for publication, or contacting the media without the direct approval of the Board of Directors.

BYLAWS

ARTICLE I. MEMBERSHIP

SECTION 1. Eligibility. There shall be three types of membership open to persons who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.

- a. Regular Membership. A Regular Membership is open to persons 18 years of age and older. Regular Members may vote and hold office.
- b. Associate Membership. An Associate Membership is open to persons 18 years of age and older. Associate Members may not vote and may not hold office. An Associate Member shall automatically gain Regular Membership status by paying the appropriate dues.
- c. Junior Membership. A Junior Membership is open to persons 17 years of age and younger. A Junior Member may not vote and may not hold office. A Junior Member shall be able to convert to Regular Membership or Associate Membership upon reaching his/her 18th birthday by paying the dues for a Regular Membership or an Associate Membership.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in the greater Atlanta area.

SECTION 2. Dues. Membership dues shall be set by the Board of Directors and shall be no more than \$50.00 per year for Regular Voting Members, \$40.00 per year for Associate Non-Voting Members, and \$5.00 per year for Junior Non-Voting Members, payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of October, the Secretary shall send to each member a statement of dues for the ensuing 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 these constitution and bylaws and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant. Accompanying the application, the prospective member shall submit dues payment for the current year. Applicants applying for Regular Voting Membership are required to attend one club meeting within six months of application before membership will be approved.

All applications are to be filed with the Secretary, and each application is to be read at the first meeting of the Club after it's receipt. At the next Club meeting, the application will be voted upon, and affirmative votes of 3/4 of the members present and voting at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

SECTION 4. Termination of Membership. Memberships 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 each fiscal year.
- b. by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 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.
- c. by expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II. MEETINGS AND VOTING

SECTION 1. Club Meetings. Meeting of the Club shall be held in the greater Atlanta area on the fourth Thursday of each month at such hour and place as may be designated by Board of Directors. Notice of each such meeting shall be sent by the Secretary at least five days before the date of the meeting. Notification may be done by individual e-mail or by electronic post to the club's group list. The quorum for such meetings shall be 20% of the regular 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 and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in the greater Atlanta area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Notice of such a meeting shall be sent by the Secretary at least five days and not more than fifteen days before the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the regular members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held each month in the greater Atlanta area during the first seven days at such hour and place as may be designated by the Board. Notice of each such meeting shall be sent by the Secretary at least five days before the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. Special Board Meetings. Special Board meetings may be called by the President, and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the greater Atlanta area at such place, date, and hour as may be designated by the person

authorized herein to call such meeting. Notification of such meeting shall be sent by the Secretary at least five days and not more than ten days before the date of the meeting, Any such notice shall state the purpose of the meeting, and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. Voting. Each Regular Member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he/she is present. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III DIRECTORS AND OFFICERS

SECTION 1. Board of Directors. The Board shall comprise the President, Vice President, Secretary, Treasurer, and three other persons, all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided 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.

SECTION 2. Officers. 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 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 bylaws.
- 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 and of all matters of which a record shall be ordered by the Club. He/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, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in these bylaws.
- d. The Treasurer shall collect and receive all monies due or belonging to the Club. He/She shall deposit the same in a bank designated by the Board in the name of the Club. His/Her books shall be at all times open to inspection of the Board, and he/she shall report to the Board at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting 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.
- e. The offices of Secretary and Treasurer may be held by the same person, in which case the Board shall comprise the officers and four other persons.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting after the creation of such vacancy, or at a special Board meeting called for that purpose; 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, ANNUAL MEETING, ELECTIONS

SECTION 1. Club Year. The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. 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. Annual Meeting. The annual meeting shall be held in the month of April at which officers and directors for the ensuing year shall be elected by secret written ballot from among those nominated in accordance with Section 4 of this article. They shall take office immediately upon the conclusion of the election, and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of January, the Board shall appoint a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall appoint a Chairman for the committee, and it shall be his/her duty to call a committee meeting which shall be held on or before February 1st.

- a. The Committee shall nominate one candidate for each office and three candidates for the three other positions on the Board, and after securing the consent of each person so nominated, shall immediately report its nominations to the Secretary in writing.
- b. Upon receipt of the Nominating Committee's report, the Secretary shall before February 15th notify each member in writing of the candidates so nominated.
- c. Additional nominations may be made at the March meeting by any member in attendance provided that the person so nominated does not decline when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his/her proposer

shall present to the Secretary a written statement for the proposed candidate signifying his/her willingness to be a candidate. No person may be a candidate for more than one position.

- d. Nominations cannot be made at the annual meeting or in any manner other than as provided in this article.

ARTICLE V. COMMITTEES

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, performance events, trophies, annual awards, membership, and other fields which may be well 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 appointed may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI. DISCIPLINE

SECTION 1. American Kennel Club Suspension. Any member who is suspended from the 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 filing fee of fifty dollars (\$50.00) which shall be forfeited if such charges are not sustained by the Board after 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, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the 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 not less than three weeks or more than six 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 an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

SECTION 3. Board Hearings. 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 the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board 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. 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/her fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in writing and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member from the Club may be accomplished only at a meeting of the Club after a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty days but not earlier than thirty days after the date of the Board's recommendation for expulsion. 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 Board's findings and recommendations, and shall invite the defendant, if present, to speak on his/her own behalf if he/she wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII. AMENDMENTS

SECTION 1. Amendments to these constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20% of the members 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 months after the date the petition was received by the Secretary.

SECTION 2. The constitution and bylaws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for this purpose, provided the proposed amendments have been included in the notice of the meeting and sent to each member at least two weeks before the date of the meeting.

ARTICLE VIII. DISSOLUTION

SECTION 1. Dissolution. The Club may be dissolved at any time by the written consent of not less than 2/3 of the Regular Voting 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 proceeds 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 Directors.

ARTICLE IX ORDER OF BUSINESS

SECTION 1. At the 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 Officers and Board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

SECTION 2. 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
- Unfinished business
- New business
- Adjournment

ARTICLE X PARLIAMENTARY AUTHORITY

SECTION 1. The rules outlined in the current edition of Roberts Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt.