



English Toy Spaniel Club of America, Inc.
"Uniting fanciers and promoting the breed"

Constitution and By – Laws (August – 2008)

Constitution

Article I (Name and Objects)

Section 1. The name of the club shall be English Toy Spaniel Club of America, Inc.

Section 2. The objective of the club shall be:

- a) To encourage and promote quality in the breeding of purebred English Toy Spaniels and to do all possible to bring their natural qualities to perfection;
- b) To encourage the organization of independent local English Toy Spaniel 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 Toy 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;
- e) To conduct sanctioned matches and specialty shows and obedience trials 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 three types of membership open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this club.

- a) Open Membership: Individuals eighteen (18) years of age and older may be elected to membership and shall have, upon election, all rights, duties and privileges of membership.
Open membership shall be offered to Non-US Residents, who are 18 years or older, for all Club privileges except voting, holding office, or be counted in any quorum.
- b) Junior Membership: Individuals between the ages of ten (10) and seventeen (17) years of age may be elected to membership but shall not vote, hold office or be counted in any quorum.
- c) English Toy Spaniel Specialty Club Membership: A Specialty Club may be elected to membership, and shall have, upon election, all voting rights accorded individuals. These rights, duties and privileges shall be exercised only through its accredited representative, whose name shall be filed with the

Secretary of the English Toy Spaniel Club of America, Inc, accompanied by certification of the appointment from the Specialty Club. The representative must also be a member of the English Toy Spaniel Club of America, Inc.

Section 2. Dues:

The amount for the membership dues shall be determined by the Board of Directors (not exceeding \$50.00), before the 1st day of November, 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 November, the Treasurer shall send to each member a statement of his/her 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 and which shall provide that the applicant agrees to abide by these constitution and by-laws and 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 regular members (not living in the same household) in good standing. Accompanying the application shall be a short letter from each endorser, and a short letter from the applicant as to why he/she wants to join the club and dues payment for the current year.

Applicants may be elected at any meeting of the Board of Directors, by written vote of the Directors or by mail. Affirmative votes of 2/3 of the Directors present at a meeting of the Board or 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 endorsers at the next annual meeting of the Club and the Club may elect such applicant by favorable vote of 75% of the members present.

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 and obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year. Dues are considered a debt to the Club, and must be paid in full prior to resignation.
- b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of each fiscal year. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of the meeting.
- c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these by-laws.

Article II (Meetings)

Section 1. Annual Meeting:

When possible, the annual meeting of the Club will be held with the Club's National Specialty Show, at a place and date designated by the Board of Directors.

Written notice of the annual meeting shall be mailed and/or emailed 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 the meeting of the Board or who vote by mail, e-mail, or telephone and shall be called by the Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such meetings shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of such meetings shall be mailed or e-mailed by the 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 3. Board Meetings:

When possible, the 1st meeting of the Board of Directors shall be held in conjunction with the annual meeting, during the National Specialty weekend. 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 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 the Board Meeting shall be a majority of the Board voting in person or by mail.

Section 4. The Board of Directors may conduct its business by mail, telephone conference call, fax, and/or email, through the Secretary, provided it does not conflict with any other provision of these by-laws. Items voted upon by telephone conference call, mail, fax and/or email must be confirmed in writing by the Secretary within 7 days.

Article III (Directors and Officers)

Section 1. Board of Directors:

The Board shall be comprised of the President, Vice President, Recording and/or Corresponding Secretary, Treasurer and three other persons, all of whom shall be members in good standing for at least three years and who are residents of the United States. The Officers and Directors shall be elected for two years' terms. The President, Secretary, one Board Member and the AKC Delegate will rotate together in two-year terms, and in alternate years, the Vice President, Treasurer and remaining two Board Members will rotate together in two year terms. The Board shall be elected from the membership without regard to their region of residence. 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, Recording and/or 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 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 and of the Board and of all votes taken by mail, and of all matters of which a record shall be ordered by the club. The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to the membership, notify Officers and Directors of their election to office, keep a roll of the members of the Club with addresses and carry out such other duties as are prescribed in these by-laws. The office of Secretary may be divided into Recording and Corresponding Secretary or may be held by the same person.
- d) The Treasurer shall collect and receive all moneys due or belonging to the Club. He or she shall deposit the same in a bank approved by the Board, in the name of the Club. The books shall at all times be open to inspection by the Board and he or 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; and at the annual meeting he or she shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Director shall determine. The Office of Treasurer may be combined with that of Recording/Corresponding Secretary.

- e) The Club shall have a Delegate to the American Kennel Club and shall be elected by a majority vote of the membership during the annual elections. The Delegate shall hold office for the term of 2 years, or until their successor is seated. The Delegate is expected to attend the AKC delegate meetings and report back to the Club. A Delegate need not be a member of the Board of Directors. If not a member, he or she will be invited to the Board meetings but will not have voting privileges.

Section 3. Vacancies:

Any vacancies occurring on the Board or among the Officers during the Board year shall be filled before the next annual election by a majority vote of 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 Vice President shall be filled by the Board.

Article IV (The Club Year Voting, Nominations, Elections)

Section 1. Club Year:

The Club's official year shall begin on June 1st. The elected officers and directors shall take office on June 1st and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the election.

Section 2. Voting:

At the Annual Meeting or at a special meeting of the Club voting shall be limited to those regular members in good standing who are present at the meeting, except for the annual election of Officers, Directors, AKC Delegate 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 Election:

The election of the Officers, Directors and Delegate to the American Kennel Club (who may but need not be a director or an Officer of the Club), shall be conducted by secret ballot. Ballots to be valid, must be received by the Corresponding Secretary (or independent professional firm designated by the Board) by May 1st. Ballots shall be counted by one chairman and two other inspectors of the election, who are regular members in good standing and who shall be chosen by April 2nd by the Board of Directors. Neither members of the current Board nor a Candidate on the Ballot may be members of the inspectors of the election. The Board of Directors may designate an independent professional firm to send, receive and count the Ballots prior to June 1st. The person receiving the largest number of votes for each position shall be declared elected. If any nominee is unable to serve for any reason, at the time of election such nominee shall not be elected. 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. The Nominating Committee shall be chosen by the Board of Directors before February 15th. The Committee shall consist of three (3) members from different areas of the U.S.A., and two (2) alternates, all regular members in good standing, no more than one of whom may be a member of the current Board of Directors. The Board shall name a chairman for the Committee. The Nominating Committee may conduct its business by mail, email or telephone.

- a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each other position on the Board of Directors (and a candidate for the Delegate to the American Kennel Club) 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 practicable to do so. The Committee shall then 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 March 1st 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 regular address on or before April 1st, signed by five regular members, and accompanied by the written acceptance of each such additional nominee signifying his or her willingness to be a candidate. (Except for the position of Delegate) no person shall be a candidate for more than one position.
- c) If no valid additional nominations are received by the Secretary on or before April 1st, the Nominating Committee's slate shall be declared elected and no balloting will be required.
- d) If one or more valid additional nominations are received by the Secretary on or before April 1st the Secretary (or an independent professional firm designated by the Board) shall, on or before 30 days before June 1st mail to 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 (or designated professional firm) 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 which in turn shall be placed in a second envelope addressed to the Secretary (or designated professional firm). The inspectors of election (or designated professional) shall check the returns against the list of regular 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 which shall be announced by mail or email, after May 25th.
- e) Nominations cannot be made at the Annual Meeting or in any manner other than as provided as 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 and performance events, membership awards and recognition, breeder and judge's education, health and research. 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.

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 proffer 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 \$50.00 which shall be forfeited if such charge is not sustained by the Board or 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, 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 interests 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 Committee of not less than three members of the Board, not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified 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 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 the hearing all the evidence and testimony by complainant and defendant, the Board or Committee may by a majority vote of those present may reprimand the defendant, 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, it's 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 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 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 the expulsion is not so voted the suspension shall stand.

Article VII (Amendments)

Section 1. Amendments to the constitution, by-laws or 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 of the membership in good standing. Amendments proposed by such a 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 (or 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. Dual-envelope procedures described in Article IV, Section 4 (d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date of the 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 affect 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 Directors of the American Kennel Club.

Article VIII (Dissolution)

Section 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the Club, other than for the 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 meetings of the Club, 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 and/or Secretaries
- Report of the Treasurer
- Report of the AKC Delegate
- Report of the Committees
- Introduction of the Officers
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

Section 2. At meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Reading of the minutes of the last meeting
- Report of the Secretary and/or Secretaries
- Report of the Treasurer
- Report of the AKC Delegate
- Reports of the Committees
- Unfinished Business
- Election of new members
- New Business
- Adjournment

Article X (Parliamentary Authority)

Section 1. The rules contained in the current edition of "Robert's 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 by-laws and any special rules of order the club may adopt.

Constitution Revision Committee (as revised with approval from the AKC May 2008)

- Susan Jackson, Chair
- Barbara Lorscheider
- Karen Pouder