

Constitution and By-Laws for the Pacific Northwest Sussex Spaniel Club

Constitution

Article I. Name and Objects

Section 1. The name of the club shall be **Pacific Northwest Sussex Spaniel Club, Inc.**

Section 2. The objects of the club shall be: **Specialty Club**

- a) To encourage and promote quality in the breeding of purebred **Sussex Spaniel** 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 **Sussex Spaniel** shall be judged;
- c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at
 - Dog Shows
 - Obedience Trails (if applicable)
 - Tracking Tests (if applicable)
 - Field Trials (if applicable)
 - Hunting Tests (if applicable)
 - Agility
 - Rally
 - CGC
- d) To conduct sanctioned matches,
 - Dog Shows
 - Obedience Trials (if applicable)
 - Tracking Tests (if applicable)
 - Field Trials (if applicable)
 - Hunting Tests (if applicable)
 - Agility
 - Rally
 - CGC

under the rules and regulation 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.

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By-Laws

Article I. Membership

Section 1. Eligibility.

There shall be two types of membership open to all persons who are in good standing with The American Kennel Club and who subscribe to the purpose of this club and a Junior Membership.

- a) Full voting membership is open to all persons 18 and over. This entitles member to full club privileges, including voting and office holding.
- b) Associate Membership open to all persons 18 and over. This is a non-voting, non-office holding membership, but includes all of the other club privileges such as awards, newsletters, etc.
- c) **Junior Membership is open to individuals who are between the ages of 9 and 17.** Junior members are not entitled to vote or hold office

While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its' immediate area.

Section 2. Dues.

Membership dues shall not exceed **\$25.00** per year per person or **\$40.00** per household for full membership and **\$15.00** per year for Associates Membership per person or **\$20.00** per household; dues payable on or before the 1st day of **January** each year. **There is no cost for Junior Membership.** 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 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 the 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 members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the club following its receipt. At the next club meeting the application will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant. Associate Membership may be exempt from meeting requirement but must be approved by the Board and Membership.

Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

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. Obligations other than 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 30 days after the first day of the fiscal year; however, the board may
- c) Grant an additional 30 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.
- d) **By expulsion.** A membership may be terminated by expulsion as proved in Article VI of these by-laws.

Article II. Meeting and Voting

SECTION 1. Club Meetings

Regular Meetings of the Club will be held a minimum of **4** times during a year with at least one meeting held in each calendar quarter; Meetings may be added if approved by a majority vote of the voting Membership present. Meetings will be held the greater **Tacoma** area at such hour and place as may be designated by the membership during the general membership Meeting. Alternative Meeting sites may be chosen to facilitate scheduling the meeting. Notice of each Meeting will be provided by the Secretary to all Club Members at least 5 days prior to the date of the Meeting by way of the US mail system and/or any common electronic means. The quorum for such Meetings will be 20% of the voting Members in good standing.

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SECTION 2. Special Club Meetings. Special Club Meetings may be called by the President, or by a majority of the voting Members who are present at any Regular Meeting; and will be called by the Secretary upon receipt of a petition signed by five Members of the Club who are in good standing. Date, time, and location of said Meeting will be determined based upon the same rules as stated for Regularly Scheduled Club Meetings (Article II, Sec. 1), and may be designated by the President or two other Officers. Notice of such a Meeting will be provided by the Secretary at least 5 days prior to the date of the Meeting by means of mail or email, and said notice will state the agenda of the Meeting, and no other Club business may be transacted thereat. The quorum for such a Meeting will be twenty percent (20%) of the voting Members in good standing.

SECTION 3. Board Meetings. Meetings of the board of directors will be held a minimum of **4** times during a year with at least one meeting held in each calendar quarter; in greater Tacoma area or via telephone conference call or via video conference at such hour and place as may be designated by the board. Written notice of each such meeting will be mailed or emailed by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting will be a majority of the board present.

SECTION 4. Special Board Meetings. Special Meetings of the Board may be called by the President or by the Secretary upon receipt of a written request signed by Member of the Board. Such Special Meetings will be held in greater **Tacoma** area at such place, date and hour as may be designated by the person authorized herein to call such Meeting or via telephone conference call or via video conference. Alternative Meeting sites may be chosen to facilitate scheduling the meeting. Notice of such Meeting will be provided by the Secretary to all Members (unless the meeting is Disciplinary in nature, in which case notice will be sent to only Member of the Board) at least 5 days prior to the date of the Meeting by way of the US mail system and/or any common electronic means. In the event of an emergent situation, the requirement for notice contained in Section 3 above may be waived, and the President or the person authorized to call such Meeting and Board Member may be notified by telephone or email. Any such notice will state the purpose of the Meeting and no other business will be transacted thereat. Board of Directors may participate in any Board or Committee Meeting via teleconference as outlined in Article II, Sec. 6. A quorum for such a Meeting will be a majority of the Board Members present. Given that there are only four regular Meetings, the Board is authorized to make decisions for the Club on emergent issues where time is of essence in the decision.

Section 5. Voting.

Each 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 is present. Proxy voting will not be permitted at any club meeting or election. Associate membership does not carry voting privileges.

Section 6. Electronic Communication. The Club may use electronic communication in the following manner:

- a) **Email / text communication.** The Secretary may send notifications of Club and Board Meetings, dues notices, minutes and newsletters via email or text message to all Members who have signed the Pacific Northwest Sussex Spaniel Club, Inc. Electronic Communication Authorization Form agreeing to the use of this method of communication. Notification of Board and Committee Meetings may be sent via email to those Board and Committee Members who have signed that same authorization.
- b) **Teleconference/Videoconference Meetings.** Any or all Board Members may participate in any Board Meeting by conference telephone, videoconference, or similar communications equipment by means of which all persons participating in such Meeting can at a minimum hear each other, provided that every Member of the Board has agreed to use this method of communication. Such participation in a Meeting will constitute presence in person at the Meeting.
 1. Board Members and Committees can use teleconferencing. All General Meetings should be held in person.
 2. Every Member of the Meeting group must have access to a phone or other electronic means to communicate audibly during the designated time of the Meeting. It is the responsibility of the person conducting the Meeting to make this determination.
 3. Each Board Member's identity will be confirmed by voice recognition by two other Board Members on the call; and Committee Members' identities will be validated by voice recognition by one other Committee Member.
 4. At the beginning of each debatable issue, each Member may announce his/her attendance at the request of the person conducting the Meeting to ascertain continued attendance by each Member.
 5. The same rules of Parliamentary Procedure apply to teleconferences as to face-to-face meetings, i.e., participants must be recognized by the President or Chair before speaking. A request to be recognized can be accomplished by a Member announcing their name and requesting the floor.
 6. Voting is accomplished by a roll call vote by the Secretary wherein all Members can participate in the prior debate and hear the vote of each other member.
 7. Every Board Member must sign the Electronic Communications Authorization form before the Board can meet via teleconference.
- c) **Facsimile (FAX) communications.** Except as otherwise provided by law or these Bylaws any bona fide signature, or written document transmitted by mail, scan, or facsimile will be deemed as acceptable as an original signature or document.

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Article III. Directors and Officers

Section 1. Board of Directors.

The board shall be comprised of the officers and **1** 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 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 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 specifies 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; 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 prescribes in these bylaws.
- d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The books shall at all times be open to inspection by the board and a report shall be given at every meeting on the condition of the clubs finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount s the board of directors shall determine.
- e) The offices of Secretary and Treasurer may be held by the same person, in which case the Officers shall be comprised of 3 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 following 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 first day of January and end on the last of December.

Section 2. Annual Meeting

The annual meeting shall be held in the month of **August** at which officers and directors for the ensuing year shall be elected by secret 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 the 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 nominated candidates for other positions of the board who received 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 **April**, the board shall select 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 name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before March 1.

- a. The committee shall nominate one candidate for each office and positions on the board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.

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- b. Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before **June** meeting, notify each member in writing of the candidates so nominated.
- c. Additional nominations may be made at the **June** meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position. Nominations **cannot** be made at the annual meeting or in any manner other than as provided in this Section.

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 may well be served by committees. Such committees shall always be subjects 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 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. Written charges with specification must be filed in duplicate with the Secretary together with a deposit of \$50.00 of which shall be forfeited if such charges are not sustained by the board 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. 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 for a hearing by the board not less than three weeks nor 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 own defense and bring witnesses if he 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 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 reprimand or suspend the defendant from all privileges of the club for not more six months from the **date** of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that 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 board's recommendation. Immediately after the board has reached a decision, its finding shall be put in written form 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 following 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 60 days but not earlier than 30 days after the date of the board's recommendation of expulsion. 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 board's finding and recommendation, and shall invite the defendant, if present to speak in his own behalf if he 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.

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Article VII. Amendments

Section 1. Amendments to the constitution and bylaws may be proposed by the board of directors or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the members with recommendations of the board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

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

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 events 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 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, 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 Secretary
- Report of Treasurer
- Reports of committee
- Election of officers and board (at annual meeting)
- Election of new member
- Unfinished business
- New business
- Adjournment

Section 2. At meeting of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follow:

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of committee
- Unfinished business
- 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 bylaws and any other special rules of order the club may adopt.