

AMERICAN CAVALIER KING CHARLES SPANIEL CLUB, INC.

BYLAWS

ARTICLE I - Membership

SECTION 1. Eligibility. There shall be three types of memberships, Regular Membership, Associate Membership, and Member Clubs membership, open to persons and clubs who subscribe to the objectives of this club. Applicants for membership (except clubs) are required to join as Associate Members. After a period of one year as an Associate Member, they may apply for Regular Membership status provided that they meet the requirements for Regular Membership. All applicants for membership, including Associate members wishing to become Regular members, must complete the application process as stated in Section 3.

- (a) Regular Membership – open to persons 18 years or older who are residents of the United States, in good standing with the American Kennel Club, who own an AKC registered Cavalier King Charles Spaniel, who display a sincere, continuing interest in bettering the breed, and who have been an Associate Member for one year or more. Regular Members shall be entitled to all rights and privileges including voting privileges of the Club.
- (b) Associate Membership - open to persons 18 years or older who are interested in the Cavalier King Charles Spaniel, who are in good standing with the American Kennel Club and who display a sincere and continuing interest in bettering the breed. Associate Members may apply for Regular Membership after having been an Associate Member for one year or more. Associate Members shall be entitled to all privileges of the Club except that they shall not be permitted to vote, hold office, or be counted in a quorum.
- (c) Sponsors. All applicants must be sponsored by two regular members, not from the same household nor from the household of the applicant. A regular member may sponsor no more than two (2) regular member applicants and/or two (2) associate member applicants in any calendar year.
- (d) MEMBER CLUB: Open to clubs who conduct their business in the United States and who are in good standing with the American Kennel Club. Member Clubs shall be entitled to all privileges of the Club except that they shall not be permitted to vote, hold office, or be counted in a quorum. Only Member Clubs will be allowed to host a national show. Each club requesting membership in the ACKCSC subscribes to and agrees to be governed by all applicable articles of the bylaws and code of ethics of the ACKCSC, as approved by the Board of Directors and adopted by the membership of the ACKCSC.

A club seeking membership shall file its application with the Corresponding Secretary or other person designated by the Board to receive such applications. Each application shall include a copy of the clubs bylaws and a list of names and addresses of its officers, Board of Directors and members, and each club will meet the following criteria:

- (a) Must have at least 20 members in good standing.
- (b) Must meet at least four times a year.
- (c) Member Clubs must hold one or more AKC sanctioned matches or AKC Licensed specialty shows annually.

Immediately after each Member Club's Annual Meeting, the secretary of the Club shall forward a copy of the minutes of such meeting along with a list of Officers, Board of Directors and membership, with current address, telephone numbers and e-mail addresses to the person designated by the ACKCSC to receive such information.

All applications for Member Club status will be acted upon by the ACKCSC Board of Directors.

SECTION 2. Dues. Membership dues shall not exceed \$50.00 per year for individuals, and shall not exceed \$100 per year for Member Clubs, payable on or before the first day of January of each year. No Regular 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 or her dues for the ensuing year.

SECTION 3. Election to Membership. Each applicant for Regular 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 and address and occupation of the applicant, and shall carry the signed endorsement of two Regular Members in good standing. Along with the application, the prospective member shall submit completed and signed sponsorship forms from the two sponsors and Regular dues payment for the current year.

Each applicant for Associate 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 and address and occupation of the applicant, and shall carry the signed endorsement of two Regular Members in good standing. Along with the application, the prospective member shall submit Associate dues payment for the current year.

Applicants shall be elected by secret ballot at any meeting of the Board of Directors or by secret vote of the Directors 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. In the event the application is not approved, all dues shall be returned to the applicant, who may then not reapply for membership until one year from the date of the rejection.

Member Club applications shall be acted upon by the Board of Directors.

SECTION 4. Termination of Membership. Membership may be terminated:

- (a) by resignation. Any member or member club in good standing may resign from the Club upon written notice to the Recording Secretary, but no member or Member club 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. All other indebtedness to the Club must be paid in full before dues will be accepted. Other indebtedness to the Club may include, but is not limited to, such items as trophy donations, advertising, banquet tickets, telephone bills, etc.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues and/or any other indebtedness to the Club, remain unpaid 60 days after the first day of the fiscal year. However, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may any person be entitled to vote at any Club meeting or via any mail ballot if that member's dues remain unpaid as of the date of the vote or 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. The Annual Meeting shall be held in conjunction with the Club's National Specialty Show, at a place, date, and hour designated by the Board of Directors.

Written notice of the Annual Meeting shall be mailed by the Corresponding Secretary to each member in good standing at least 30 days prior to the date of the meeting.

The quorum for the Annual Meeting shall be 10% 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 at a meeting of the Board or who vote by mail; and shall be called by the Corresponding Secretary upon receipt of a petition signed by 10% of the Regular Members 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 meeting shall be mailed by the Corresponding 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 Regular Members in good standing.

SECTION 3. Board Meetings. The first meeting of the Board shall be held immediately following the election. Other meetings of the Board of Directors shall be held in the months of January, March, May, July, September and November at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of such meetings shall be mailed by the Corresponding Secretary to each member of the Board at least 14 days prior to the date of the meeting. Officers and Board of Director members must attend a minimum of four Board Meetings per year. Officers and Board Members who do not attend a minimum of four Board meetings in a year, without cause, will be removed from office immediately after missing their fourth Board meeting, by a majority vote of the Board. That position will then be filled by Board appointment. 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 Corresponding 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 officers and six other persons, all of whom shall be Regular Members in good standing who are residents of the United States. Officers shall be elected as provided in Article IV, and shall serve for one-year terms or until their successors are elected. Board of Director members who are not Officers shall be elected as provided in Article IV, and shall serve for two-year terms or until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors. Members of the same household may not hold positions as officers and/or board members at the same time.

SECTION 2. Officers. The Club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer shall serve in their respective capacities both in regard to the Club and its meetings and the Board and its meetings. Members of the same household may not hold positions as officers and/or board members at the same time.

- (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 of the President 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 of Directors and all votes taken by mail, and of all matters of which a record shall be ordered by the Club. The Recording Secretary shall assume the duties of the Corresponding Secretary in case of the Corresponding Secretary's absence, incapacity, or death.
- (d) The Corresponding Secretary 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 role of the members of the Club with their addresses, and carry out such other duties as are prescribed in these bylaws. The Corresponding Secretary shall assume the duties of the Recording Secretary in case of the Recording Secretary's absence, incapacity, or death.
- (e) The Treasurer shall collect and receive all monies due or belonging to the Club. Moneys shall be deposited in a bank approved by the Board, in the name of the club. The books shall at all times be open to inspection of the Board and a report shall be given at every meeting of the condition of the Club's 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 amounts as the Board of Directors shall determine.
- (f) The Delegate to the American Kennel Club shall represent the ACKCSC in the meetings of the American Kennel Club and among other duties, the Delegate shall report to the Club all actions and matters discussed at the AKC quarterly meetings. The Delegate must be a Regular member in good standing of the ACKCSC and must attend a minimum of two Delegate meetings in each calendar year. In the event the aforementioned stipulations are not met, the Board shall appoint a successor. The Delegate shall be an ex-officio member of the Board. The Delegate shall be elected for a five (5) year term or until a successor is elected.

SECTION 3. Vacancies. Any vacancy 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 first day of January and end on the last day of December. The Club's official year shall begin immediately at the conclusion of the election and shall continue through the next election. The newly elected officers and directors shall take office on May 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, Delegate 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 regular members by written ballot cast by mail.

SECTION 3. Annual Election. The election of Officers and Directors and Delegate to the American Kennel Club who may, but need not be a Director or 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 April 15th. Ballots shall be counted by three inspectors of election who are Regular Members in good standing and neither members of the current Board nor candidates on the ballot (Provided, however, that the Board may designate an independent professional firm to send, receive, and count the ballots apart from the Annual Meeting.)

The nominated candidate receiving the largest number of votes for each office shall be declared elected. If any nominee, at the time of the meeting, 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 January 1. The Committee shall consist of three Regular Members from different areas of the U.S.A., and two 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 Chairperson for the Committee. The Nominating Committee may conduct its business by mail.

- (a) The Nominating Committee shall nominate from among the eligible Regular Members of the Club, one candidate for each office and for each position on the Board of Directors (and for the Delegate to the American Kennel Club) and shall procure the acceptance of each nominee so chosen. The Committee shall 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 Corresponding Secretary who shall mail the list, including the full name of each candidate and the name of the State in which he or she resides, to each member of the Club on or before February 1 so that additional nominations may be made by the Regular Members if they so desire.
- (b) Additional nominations of eligible members may be made by written petition addressed to the Corresponding Secretary and postmarked on or before March 1, 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 postmarked on or before March 1, the Nominating Committee's slate shall be declared elected and no balloting will be required.
- (d) If one or more additional nominations are postmarked on or before March 1, the Corresponding Secretary (or an independent professional firm designated by the Board) shall, on or before March 15th, mail to each Regular 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 Corresponding 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 the second envelope addressed to the Corresponding Secretary (or designated professional firm). The inspectors of election (or designated professional firm) 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 at the Annual Meeting and in the first issue of the Club Newsletter following the election.

(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, obedience trials, trophies, annual prizes, membership and other fields which may well be 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 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 or member club 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 or a member club for alleged misconduct prejudicial to the Club or the breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$100.00 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 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 a Committee of not less than three members of the Board, not less than three weeks nor more than six weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member or member club by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if they wish.

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 hearing all the evidence and testimony presented by complainant and defendant, the Board or Committee may by a majority vote of those present reprimand (a written reprimand directed exclusively to the member may be somewhat detailed but an official (published) reprimand shall only indicate that subsequent to a board hearing "...member (X) was officially reprimanded as a result of charges filed by member (Y)"), or 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. If such charges are brought and upheld against an Officer or Board of Director of this Club, such Officer or Board of Director shall immediately be removed from office and the vacant position shall be filled as provided for in Article III, Section 3. 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 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 Corresponding

Secretary. The Corresponding 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 or 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 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 expulsion is not so voted, the suspension shall stand.

ARTICLE VII - Amendments

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 Corresponding Secretary signed by 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 Regular Members with recommendations of the Board by the Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding 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 Corresponding Secretary to each Regular Member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. 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 postmarked by which date the ballots must be returned to the Corresponding Secretary to be counted. The favorable vote of 2/3 of the Regular 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 bylaws (or to the Standard for the breed) that is adopted by the Club 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 the written consent of not less than 2/3 of the Regular 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 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 Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at Annual Meetings)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

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

Reading of the Minutes of Last Meeting
Reports of Secretaries
Report of the Treasurer
Reports of Committees
Unfinished Business
Election of New Members
New Business
Adjournment

ARTICLE X - Parliamentary Authority

SECTION 1. The rules contained 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 other special rules of order the Club may adopt.