

**CONSTITUTION & BY-LAWS**  
(Approved June 2009)

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**CONSTITUTION**

**ARTICLE I - Name and Objectives**

SECTION 1. The name of the Club shall be the Eastern English Springer Spaniel Club, Inc.

SECTION 2. The objectives of the Club shall be:

- (a) to encourage and promote the breeding of pure-bred English Springer Spaniels and to do all possible to bring their natural qualities to perfection;
- (b) to urge all members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard by which the English Springer 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 trials, field trials, agility and all other AKC sanctioned events under the rules 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 from time to time revise such by-laws as may be required to carry out these objectives.

**BY-LAWS**

**ARTICLE I - Membership**

**SECTION 1. ELIGIBILITY.** There shall be three (3) types of membership open to all persons 18 years or older plus a Junior membership open to persons up to the age of 18, all of whom are in good standing with the American Kennel Club and who subscribe to the purpose of this Club. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the members in the Club's immediate area. To be considered a "member in good standing", that member is expected to abide by the rules of The American Kennel Club and our parent club The English Springer Spaniel Field Trial Association and the bylaws put forth here.

**Types of Membership**

**Regular** ( Individual) – Enjoys all club privileges including the right to vote and hold office.

**Household** – Two (2) adult members residing in the same household, each eligible to vote and hold office.

**Junior** – Open to children up to the age of 18 years; a non-voting /non-office holding membership which may automatically convert to a regular membership at age 18.

**Honorary** – May be conferred upon persons by unanimous vote of the voting membership present. Names of persons upon whom Honorary Membership is conferred may be enrolled for life upon the list of Honorary Members of the Club when they state in writing their acceptance of such membership. Honorary Members shall be entitled to all privileges of the Club

**SECTION 2 DUES.** Membership dues shall be in the amount per year as recommended by the Board of Directors and approved by the membership at the Annual meeting, payable on or before the 1<sup>st</sup> day of March. The actual amount of the dues can be found on the Application for New Membership form and the Existing Members Yearly Renewal form. No member may vote whose dues are not paid for the current year. During the month of January, the Treasurer shall notify the membership of dues for the ensuing year. Dues to be received by the Club Treasurer on or before March 1st.

**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 By-Laws and the rules of the American Kennel Club. The application shall carry the endorsement of three members in good standing, none of whom shall be from the same household. Accompanying the application, which shall be submitted to the Secretary, the prospective member shall submit dues payment for the current year. After receipt of a properly executed membership application, the Board, by majority vote, instructs the Secretary to forward the names of prospective members to the newsletter editor. The names (as well as the pertinent descriptive data) are published in the next edition of the newsletter. This publishing should indicate that applications have been received by the Board and should solicit comments on the suitability of the applicants for Membership in the Club. Within 30 days, members in good standing may submit comments to the Board on the suitability of the applicants for membership in the Club.

At the next appropriate meeting, the Board, acting on behalf of the membership, will vote the applicants into 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.** 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 the fiscal year,
- (b) by lapsing. A membership shall be considered lapsed and automatically terminated if such member's dues are unpaid by 30 days after the due date of March 1; however, the Board may grant an additional ninety (90) days of grace to such delinquent members in meritorious cases. In no case shall a person be entitled to vote at any meeting whose dues are unpaid as of the day of said 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 of the Club shall be held in the month of June, in conjunction with the Club's specialty show, at a place, date and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be sent by the Secretary at least 30 days prior to the Annual Meeting. The quorum for the Annual Meeting shall be 20 percent of the members in good standing. Physical presence at the meeting is necessary to be included in the quorum count.

**SECTION 2. CLUB MEETINGS.** There shall be a minimum of two (2) regularly scheduled club meetings each year. Such meetings shall be held within the Club's territory with the exact time, place and location to be announced by the Secretary in the meeting notice. Notice of such a meeting shall be sent by the Secretary at least 14 days and not more than 30 days prior to the date of the meeting. The quorum for such a meeting shall be 20 percent of the members in good standing. A member must be physically present at the meeting to count toward the quorum and take part in the meeting. Except as otherwise provided by

statute, the Articles of Incorporation, or these By-Laws, a majority of the votes cast at a meeting at which a quorum is present shall be necessary for adoption of any matter voted upon by the membership, Only members physically present at the meeting during the entire discussion on a given motion may take part in the vote on that motion.

**SECTION 3. SPECIAL CLUB MEETINGS.** Special club meetings may be called by the President or by a majority vote of the members of the Board, or shall be called by the Secretary upon receipt of a petition signed by 5 members of the Club who are in good standing. Such meetings shall be held within the Club's territory at such date, place, and hour as may be designated by the Board. Notice of such a meeting shall be sent by the Secretary at least 14 days and not more than 30 days prior to the date of the meeting. The notice shall state the purpose of the meeting and no other club business may be transacted. The quorum for such a meeting shall be 20 percent of the members in good standing. A member must be physically present at the meeting to count toward the quorum and take part in the meeting, Except as otherwise provided by statute, the Articles of Incorporation, or these By-Laws, a majority of the votes cast at a meeting at which a quorum is present shall be necessary for adoption of any matter voted upon by the membership. Only members physically present at the meeting during the entire discussion on a given motion may take part in the vote on that motion.

**SECTION 4. BOARD MEETINGS.** The first meeting of the Board shall be held immediately following the Annual Meeting and Election. Five (5) additional meetings of the Board shall be held during the year, within the Club's territory at such times and places as are designated by the President or by majority vote of the entire Board. Notice of such meetings shall be sent by the Secretary to each member of the Board at least 14 days prior to the meeting. Members may submit agenda items and be present at the meeting for the discussion. Agenda items must be received by the Club Secretary at least 21 days prior to the meeting so it can be prepared and sent out with the meeting notice.

Except as otherwise provided by statute, the Articles of Incorporation, or these By-Laws, a majority of the votes cast at a meeting at which a quorum is present shall be necessary for adoption of any matter voted upon by the Board. For purposes of this Section, a Board member participating via electronic means shall be deemed to be present with voting rights and shall be counted toward the quorum

Any regular meeting of the Board may be conducted by electronic means. The preferred method of meeting, however, is in person (face to face) at one location with electronic means being used only for extenuating circumstances.

A quorum for any regular Board meeting shall be a majority of the Board including members communicating via electronic means.

Only members physically present or present via electronic means at the board meeting during the entire discussion on a given motion may take part in the vote on that motion.

**SECTION 5. SPECIAL BOARD MEETINGS.** Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least 3 members of the Board. These Board meeting are limited to Board members only except for invitations issued by the Board. Such special meetings shall be held within the Club's territory at such place, date and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such meetings shall be sent by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. Except as otherwise provided by statute, the Articles of Incorporation, or these By-Laws, a majority of the votes cast at a meeting at which a quorum is present shall be necessary for adoption of any matter voted upon by the Board. For purposes of this Section, a Board member participating via electronic means shall be deemed to be present with voting rights and shall be counted toward the meeting quorum

Any special meeting of the Board may be conducted by electronic means. The preferred method of meeting, however, is in person (face to face) at one location with electronic means being used only for extenuating circumstances.

A quorum for any special Board meeting shall be a majority of the Board including members communicating via electronic means.

Only members physically present or present via electronic means at the board meeting during the entire discussion on a given motion may take part in the vote on that motion.

### **ARTICLE III Directors and Officers**

**SECTION 1. BOARD OF DIRECTORS.** The Board of Directors shall be comprised of the President, Vice President, Treasurer, Secretary, immediate past president and five directors, all of whom shall be members in good standing. Officers shall serve for one year; the directors shall each serve three years, by classes, two members being elected on each of two years and one member being elected every third year. No individual shall serve as president for more than 3 consecutive years. Officers and directors shall serve until their successors are elected. The past president, ex-officio, shall be a non-voting member of the Board. 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, Treasurer, and Secretary, shall serve in their respective capacities, both with regard to the Club and its meetings and to 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 the President, in addition to those specifically stated in these By-Laws.
- (b) The Vice-President shall have the duties and exercise the power of the President in the 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 votes, and of all matters of which a record shall be ordered by the Club. He 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 By-Laws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. He shall deposit the same in a bank approved by the Board, in the name of the Club. His books shall, at all times, be open to inspection by the Board and he 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 shall render an account of all moneys received and expended during the previous year. The Treasurer may be bonded in such amount as the Board shall determine.

**SECTION 3. VACANCIES.** Any vacancy occurring on the Board or among the officers during the year shall be filled until the next Annual Meeting by a majority vote of the then members of the Board; except that a vacancy in the office of President shall be automatically filled 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. THE CLUB YEAR.** The Club's fiscal year shall begin on the 1st day of January and end on the 31st 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. The elected Officers and Directors shall take office immediately upon the conclusion of the Annual Meeting and each retiring Officer shall turn over to his successor in office all properties and records relating to the office within 30 days after election.

**SECTION 2. VOTING.** At the Annual Meeting or at a special meeting of the Club, voting shall be limited to those members in good standing who are present. The Board of Directors may decide to submit specific questions for decision to the members by written ballot.

**SECTION 3. 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 15. The committee shall consist of three members and two alternates, all members in good standing, no more than one of whom shall be a member of the current Board of Directors. The Secretary shall immediately notify committeemen and alternates of their selection. The Board shall name a chairman of the committee and it shall be his duty to call a committee meeting which shall be held on or before the 15th day of February.

- (a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each position on the Board and shall procure the acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practical to do so. The Committee shall then submit, its slate of candidates to the Secretary, who shall send the slate to the membership including the full name of each candidate and the name of the state in which he resides, on or before the 1st day of April 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 May 1 signed by five members and accompanied by the written acceptance of such additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one office and the additional nominations which are provided herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- (c) Nominations cannot be made at the Annual Meeting or in any other manner other than provided above.

**SECTION 4. ANNUAL MEETING.** The Annual Meeting shall be held in the month of June for the election of officers and directors. The vote shall be conducted by written, secret ballot except when the slate of officers and Board, as presented by the nominating committee, is unopposed. The Secretary may then be directed to cast one ballot for the entire slate. The meeting shall be turned over to the Chairman of the Nominating Committee, who shall preside until the election procedure is concluded. Ballots shall be counted by the Nominating Committee. The person receiving the largest number of votes for each position shall be declared elected. They shall take office immediately upon conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election. If any nominee, at the time of the Meeting, is unable to serve for any reason, the nominee shall not be elected and the vacancy created shall be filled by the new Board of Directors in the manner provided in Article III, Section 3, Vacancies.

## **ARTICLE V Committees**

**SECTION 1.** The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, field trials, obedience trials, agility and any other dog related event sanctioned by AKC 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 in a particular project.

**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 shall automatically be suspended from the privileges of this Club for a like period.

**SECTION 2. CHARGES.** Any member may prefer charges against a member for the 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 ten dollars, which shall be forfeited if such charges are not sustained by the Board or a committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, 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 breed. If the Board considers that the charges do not allege conduct which may be prejudicial to the 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 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 own defense and may bring witnesses if he wishes.

**SECTION 3. BOARD HEARING.** The Board or committee shall have complete authority to decide whether counsel may attend the hearing, but both the complainant and the defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board or committee may, by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than six months. And, if it deems the 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 recommendations of the Board or committee. Immediately after the Board or committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary in turn, shall notify each of the parties of the decision and penalty, if any.

**SECTION 4. EXPULSION.** Expulsion of a member from the Club may only be accomplished at the Annual Meeting of the Club following a hearing 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 own behalf. The meeting shall then vote by secret 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.** Any amendment to these By-Laws may be proposed by the Board or by written petition signed by 20 percent of the membership and submitted in writing to the Board of Directors at least four months prior to the annual meeting. 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 of the date when the petition was received by the Secretary.

**SECTION 2.** The Constitution and By-Laws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

An amendment to the constitution and bylaws that is adopted by the club shall become effective immediately. After the amendments are voted upon, the club must provide AKC with the number of members in good standing as well as the date of the vote, and the number who voted for and against. A copy of the revised document must be submitted to AKC as soon as it is printed.

### **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 the event of the dissolution of the Club, for purposes other than reorganization, whether voluntary or involuntary, or by operation of law, none of the property of the Club nor any proceeds thereof nor any asset of the Club shall be distributed to any member of the Club, but after payment of the debts of the Club, its property and assets shall be given to one or more non-profit organizations 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	Unfinished business
Minutes of the last meeting	Reports of committees
Report of President	Election of Officers and Board
Report of Secretary	(at Annual Meeting)
Report of Treasurer	New Business

**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	Reports of committees
Report of Secretary	Unfinished business
Report of Treasurer	Election of new members
	New business

**SECTION 3.** As to any matter of parliamentary procedure not specifically addressed by these By-Laws, "Robert's Rules of Order" shall govern.

**ARTICLE X**  
**Miscellaneous**

**SECTION 1.** Gender. The use in the by-laws of masculine pronouns (e.g., “he” or “him”) and other masculine terms (e.g., “chairman”) is solely for purposes of brevity; and any such word or phrase in any Article of these by-laws shall be construed to encompass the correlative feminine term (e.g., ”she,” “her,” “Chairwoman,” etc.).

**SECTION 2.** Notices to Members. The word “sent”, in reference to Club notices to members, in these by-laws shall include the following means of communications

1. Regular Mail.
2. Email.

**NOTE: The spoken word is not considered an approved means of conveying official Club notices to the members.**

**SECTION 3.** Electronic Means. The use of this word implies that all parties at the meeting are able to communicate in real time with the person attending electronically such as via teleconferencing or video conferencing held in real time.).

The use of email to conduct a meeting is not allowed.

**SECTION 4.** EESSC Territory. Eastern English Springer Spaniel Club encompasses the following territory as defined by AKC.

1. Connecticut
2. Rhode Island
3. All communities in southern Massachusetts as identified by AKC.