

The English Setter Club of America, Inc.

Constitution and BY-LAWS

(REVISED 2009)

ARTICLE I

NAME AND OBJECTIVES

SECTION 1. The name of the club shall be The English Setter Club of America, INC.

SECTION 2. The Objectives of the club shall be:

- 1a. To conduct the highest caliber of field trials for pointing dogs.
- 1b. To maintain and preserve the property for Club members and their families and for the exercise and training of members' dogs and clients' dogs for professionals.
- 2c. To encourage the breeding of high type pointing dogs of the various recognize breeds.
- 3d. To encourage, promote, and forward an interest in dogs and other animals in general and foster and promote an interest in wild game and wildlife.
- 4e. To maintain and operate a kennel for members' dogs at rates established by the Board of Governors.
- 5f. To maintain cemetery plots for the burial of domestic pets for members.
- 6g. To hold any other incidental or affiliated activities which the Board of Governors deem advisable to add to the regular curriculum for advancement and betterment of The English Setter Club of America.

SECTION 3. The club shall not be conducted or operated for profit, and no part of any profits or remainder of residue from dues or donations to the Club or any other sources shall insure to the benefit of any member or individual.

SECTION 4. The members of the Club, through the Board of Governors, shall adopt and may, from time to time, revise the by-laws as may be required to carry out these objectives.

ARTICLE II

MEMBERSHIP

SECTION 1. Members of the Club must be at least eighteen years of age or older. As determined by the Board, the number of members shall be limited to one hundred seventy-five (175); with no more than three (3) being professional trainers. The board will have the discretion to reduce this number, if it deems so necessary. Membership shall be limited to only persons who subscribe to the purpose of the Club. Member/Spouse is included under one membership and entitled to only one (1) general membership vote. Both or either member/spouse are entitled to serve on any committees. Children of members over the age of twenty-two (22) years and residing within one hundred (100) miles of the Club are not entitled to the privileges of their parents' membership. If the membership reaches 175, a waiting list shall be established. All new or re-applications will be placed on a waiting listed in chronological order. Sons/Daughters or members in good standing may be given a priority for membership by the Board of Governors.

SECTION 2. Membership dues and initiation fee(s) shall be determined by the Board of Governors and shall be payable on the first (1st) of January of each year. No member shall vote whose dues are not paid for the current year. The Corresponding Secretary shall issue to all members a notice to pay dues for the ensuing year. Dues are to be paid to the Corresponding Secretary no later than the last day of January of each year.

SECTION 3. Election to membership – Each applicant for membership shall apply on a form approved by the Board of Governors which shall provide that the applicant agrees to abide by the Club constitution and Club by-laws. The applications shall state the name and address of the applicant and shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit any initiation fee and dues payment for the current year.

SECTION 4. Individual guests - Individual guests will be allowed three (3) times in a calendar year with a member in good standing. If any member abuses guest privileges, the board may elect to eliminate or restrict further guest privileges.

SECTION 5. Termination of Membership – Membership may be terminated:

1A. By resignation. Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary. Such resignation shall not provide for refund of dues.

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3B. By lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid after January of each year; however, the Board of Governors may grant an additional 90 days of grace to such delinquent member in meritorious

cases. Additional extensions may be granted on a case-by-case basis for extraordinary situations. In cases where a person whose dues are unpaid by the end of any & all granted extensions, his/her privileges within the Club shall be terminated. This includes any usage of the grounds.

C. By expulsion. A membership may be terminated by expulsion as provided in article VII of these by-laws. Such expulsion shall not provide for refund of dues.

1Terminated former members wishing to rejoin the Club may be considered. Such will require re-application including any initiation fees and dues.

ARTICLE III

MEETINGS AND VOTING

SECTION 1. A meeting of the Board of Governors shall be held each month at the hour and place as may be designated by the Board. A quorum for such meeting shall be seven members of the Board including the Officers.

SECTION 2. Special Board Meetings – Special Board meetings may be called by the President and shall be announced by the Corresponding Secretary upon written request signed by at least three (3) members of the Board. Such special meetings shall be held at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Notice of such meeting shall be made by the Corresponding Secretary at least five (5) days prior to the date of the meeting. Such notice shall state the purpose of the meeting. A quorum for such meeting shall be seven (7) members of the board including officers.

SECTION 3. Voting – Each member of the Board in good standing, whose dues are paid for the current year, shall be entitled to one (1) vote at any meeting of the Board of Governors at which they are present. Proxy voting will not be permitted at any meeting of the Board of Governors.

SECTION 4. Special Club Meetings – Special Club meetings may be called by the President, or a majority vote of the Board of Governors, and shall be announced by the Corresponding Secretary upon the receipt of a petition signed by twenty (20) members of the club who are in good standing. Such special meeting shall be held at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be made by the Corresponding Secretary at least five (5) days prior to the date of the meeting, and said notice shall state the purpose of the meeting. The quorum for such meeting shall be 20% of the members in good standing.

SECTION 5. Voting – Each Club member in good standing, whose dues are paid for the current year, shall be entitled to one (1) vote at any meeting of the club at which they are present. Proxy voting will not be permitted at any general Club meeting.

ARTICLE IV GOVERNORS AND OFFICERS

SECTION 1. Board of Governors – the Board of Governors shall be comprised of the President, Vice-President, Corresponding and Recording Secretaries, and Treasurer, and a minimum of ten (10) and a maximum fifteen (15) other persons all of whom are Club members in good standing. Board members shall be elected for one year terms at the Club’s annual meeting as provided in Article V and shall serve until their successors are duly elected. General management of the Clubs’ affairs shall be entrusted to the Board of Governors and it shall prescribe rules for its own regulation and government and for the government of the Club. (strike Trustees are not subject.....)

SECTION 2. Officers – The Club’s Officers consisting of the President, Vice-President, Corresponding and Recording Secretaries and Treasurer shall serve in their capacities, both with regard to the Club and its meetings and the Board and its meetings.

1A. The President shall preside at all meetings of the Club and of the Board of Governors and shall have the duties and powers normally appurtenant to the Office of the President in addition to those particularly specified in these by-laws. He shall be an ex-officio member of all committees. He shall cause the Treasurer’s report to be audited before the annual meeting.

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3B. The Vice-President shall have the duties and exercise the powers of the President in case of the President’s death, absence, or incapacity.

1C. The Recording Secretary shall keep a record of all meetings of the Club and of the Board of Governors and of all matters of which a record shall be ordered by the Club. He/she shall maintain an attendance record of all Board members.

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3D. The Corresponding Secretary shall be in charge of all Club correspondence, notifying members of meetings, notifying new members of their election to membership, or of their rejection, notifying Officers and Governors of their election to office, keep a roll of all members of the club and their addresses, and carry out the duties as are here prescribed in the by-laws. The Corresponding Secretary is authorized to collect membership dues and any other membership/related funds. He/she is to record such payments, to issue a statement of this to the Treasurer and properly deposit the funds in the prescribed banking institution. He/she shall be an ex-officio member of all committees.

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5E. The Treasurer shall collect and receive all money due or belonging to the Club (with the exception for dues/initiation money collected by the Corresponding Secretary). He/she shall deposit the same in a financial institution designated by the Board of Governors, in the name of the Club. The books shall, at all times, be open to inspection of the Board of Governors and shall be reported at each meeting as to the condition of the Club's finances and every item of receipt or payment not before reported; and, at the annual meeting, shall render and account of all money received and expended during the previous fiscal year and shall submit such an account in sufficient time before the annual meeting as to enable the President to properly comply with Article V, Section 3.

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SECTION 3. Nominations/Requirements – To be nominated to the Board of Governors, a Club member must have been in good standing for a minimum of three (3) consecutive years. To be nominated for a position of Officer of the Club, that person must have been a member of the Board of Governors for three (3) years before taking office. (due to extenuating circumstances, the Board may waive the three (3) year rule by a majority vote on a case by case basis) No person may be a candidate in a Club election who has not been duly nominated. During the month of March, the Board of Governors shall select a Nominating Committee consisting of three (3) members – two (2) Board members and one (1) General Club Member. It shall be the duty of the Board to appoint a Nominating Committee at the March Board meeting and call for that committee to present a slate of nominations at the April Board meeting. Additional nominations for the Board of Governors can be made to the nominating committee prior to April. Such must be accompanied by written sponsorship of at least twenty (20) members in good standing.

1A. The committee shall nominate candidates for each Office and the other positions on the Board of Governors and, after securing the consent of each person so nominated, shall report their nominations to the Board of Governors at the April Board meeting.

(strike "Upon receipt of.....nominated")

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1B. If no additional nominations are made, upon motion duly made, seconded, and voted on, the Corresponding Secretary may be instructed to cast one ballot for the proposed slate. An affirmative vote of two-thirds (2/3) of the members present and voting shall be required to carry such a motion.

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(strike A Board member who has failed.....recommendations")

C. The slate of candidates will be put before the general membership at the annual meeting; whereupon a vote will be called.

SECTION 4. Elections – The nominated candidate receiving the greatest number of votes for each Office shall be declared elected. The nominated candidates for the other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 5. Vacancies – Any vacancies occurring on the Board or among the Officers during the year shall be filled at the next annual election by a majority vote of all the then members of the Board present and voting 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. A quorum for such meeting shall be seven (7) members of the Board including officers.

SECTION 6. Honorary Members of the Board – In addition to the officers and Board of Governors herein set forth; the Board may include a number of honorary members who shall have no voting privileges. To become an Honorary Member of the Board of Governors, it shall be necessary that the person under consideration must have been an active member of the Board of Governors for a period of at least five (5) years.

SECTION 7. Board Attendance - A Board member who has failed to attend at least half (1/2) of the Board meetings held in a calendar year, shall not have his/her name placed in nomination, except that upon request of any such member, who may explain the circumstances which may have prevented the

member from attending. The Board of Governors may grant dispensation such that the member may be nominated.

ARTICLE V
CLUB YEAR, ANNUAL MEETING AND ANNUAL REPORT

SECTION 1. Club Year – The club’s fiscal year shall begin July 1st of each calendar year.

SECTION 2. Annual Meeting – An annual Club meeting shall be held in the months of May or June at which time Officers and Governors for the ensuing year shall be elected from among those nominated in accordance with Sections 3 & 4 of Article IV. They shall take office immediately upon conclusion of the election and each retiring Officer shall turn over to his/her successor in office all properties and records relating to that Office within 30 days after the election. Each member of the Club in good standing shall be entitled to one vote at a meeting at which he/she is present. Proxy voting will not be permitted at the annual meeting.

SECTION 3. Annual report – The Board of Governors shall submit at each annual meeting a general report of the affairs of the Club.

ARTICLE VI
COMMITTEES

SECTION 1. The Farm Management Committee shall consist of a minimum of three (3) Members of the Club; a Chairperson, appointed by the President, and two other members who shall be appointed by the President and the Chairperson. The Chairperson shall be a member of the Board of Governors.

SECTION 2. The Board may, each year, appoint standing committees to advance the work of the Club in such matters as field trials, trap shooting, picnics, dinners, trophies, annual awards, membership, and any other field which may be served by committees. Such committees shall always be subject to the final authority of the Board. Special Ad Hoc Committees may also be appointed by the Board to aid it on particular projects.

ARTICLE VII
DISCIPLINE

SECTION 1. Charges – Any member may prefer charges against a member for alleged

misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$100, which shall be forfeited if such charges are not sustained by the Board 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, whereupon, the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club. It may refuse to entertain jurisdiction. If the Club entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three (3) weeks or more than six (6) weeks thereafter. The Corresponding Secretary shall promptly send a copy of the charges to the accused member by registered mail together with a notice of the hearing and assurance that the defendant may personally appear in his/her own defense and bring witnesses if desired.

SECTION 2. 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 this regard. Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing, 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 Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Corresponding Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 3. 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 2 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty (60) days and not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. 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 Board's findings and recommendations and shall invite the defendant, if present, to speak in his/her own behalf, if they so wish. The members present shall then vote by secret written ballot on the proposed expulsion. A 2/3rds 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.

SECTION 4. A member, having been expelled, can only be re-elected by a 2/3rds vote of the entire membership present and voting, not earlier than one (1) year after the date of expulsion.

ARTICLE VIII
EXPENDITURES AND DEBTEDNESS

SECTION 1. No indebtedness shall be incurred without 2/3rd vote of approval of the Board of Governors of those present at any regular Board meeting.

SECTION 2. Money or funds shall be apportioned for designated purposes as per approval of the Board of Governors only. Expenditures for current expenses and the payment of all bills for the same must have the approval of the Board of Governors and/or the Farm Management Committee. The Board may grant authority to certain Board or Club members to make payments for the usual continuance of Club activities; values of which to be stipulated by the Board.

SECTION 3. Checks – All checks shall be signed by the Treasurer and or Board approved signatories.

ARTICLE IX
CONDUCT OF FIELD TRIALS

SECTION 1. The field trials conducted by the English Setter Club of America shall be in conformity with the rules of the Amateur Field Trial Clubs of America. Any decision necessary to the actual conduct of the trial which must be made during the running of the trial, the nature of which shall be unforeseeable, and which has not therefore been provided for in advance, shall be immediately held by the calling of a meeting of the Field Trial Committee. And such meeting is to be called by the President, Vice-President, or Chairperson of the Field Trial Committee of the English Setter Club of America at the instance of the Corresponding Secretary or any member of the Field Trial Committee, and at which time the President, Secretary and Field Trial Committee shall vote. A majority of the members of the Field Trial Committee, considering the President and Secretary as members of such committee, shall constitute a quorum for the purpose of any emergency decisions necessary for the conduct of the trial.

SECTION 2. The Board of Governors shall appoint a Field Trial Committee chairperson prior to each trial; approve the running of the trial and its date, the purse(s) to be given, and the stakes to be offered.

SECTION 3. All additional dates for field trial use will be voted on at the November (for Spring Dates) and April (for Fall Dates) meeting of the Board of Governors. Additional dates for the Club use may be approved at the Board's discretion.

ARTICLE X
BOARD MEETING PROCEDURE

SECTION 2. At official meetings of the Board of Governors, the order of business, unless otherwise directed by majority vote of those present, shall include the following:

Reading of the Minutes of the last Board meeting
Report of the Corresponding Secretary
Report of the Treasurer
Report of the Standing Committees
Election of New Members (if any)
Unfinished Business
New Business
Adjournment

ARTICLE XI
AMMENDMENTS

SECTION 1. Amendments to this Constitution and By-laws may be proposed by the Board of Governors 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 Governors 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 secretary received the petition.

SECTION 2. This Constitution and By-laws may be amended by a 2/3rds vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendment has been included in a notice of the meeting and mailed to each member in good standing at least two (2) weeks prior to the date of the meeting.

ARTICLE XII
DISSOLUTION

SECTION 1. Dissolution – The Club may be dissolved at any time by the written consent of not less than 2/3rds of the members in good standing. In the event of dissolution of the Club, whether voluntary, involuntary, or by operation of

law, none of the property of the Club, or any proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club. In the event of loss of field trial land, any net profits of the Club may be used to secure field trial grounds from any non-profit, not-for-profit or other legally appropriate entity, group or organization.