

THE PACIFIC NORTHWEST WELSH SPRINGER SPANIEL CLUB

BY-LAWS

ARTICLE I **Membership**

SECTION 1. Eligibility

There shall be four (4) classes of membership. Regular membership shall be open to all persons eighteen years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. Family membership shall consist of one or more persons in the same household but only two shall have voting privileges. A non-voting Junior membership is available for persons under the age of 18. The Club's primary purpose is to be representative of the fanciers in its immediate area and as such, Regular and Family Memberships are restricted to persons whose primary residence is within the states of Washington and Oregon. A non-voting Associate Membership is available and unrestricted as to residence. All members are eligible to participate in member-only functions, for club awards, and all other member benefits.

All applicants are required to have read and intend to adhere to the Welsh Springer Spaniel Club of America Code of Ethics.

SECTION 2. Dues

Membership dues shall be \$10.00 per year for an individual Regular or Associate Member and \$15.00 for a Family with two voting members per year, payable on or before the first of August of each year. No member may vote whose dues are not paid for the current year. Any new member joining the Club during the fourth quarter of any calendar year shall be considered to have paid dues through the end of the succeeding fiscal year. During the month of June, a statement of dues for the ensuing year shall be sent to each member. Dues may be changed by a vote of the Board of Directors before the annual meeting but may not exceed \$20.00 per person, per year

without an amendment to these bylaws. Junior membership dues shall be \$5.00 per year.

SECTION 3. Application for Membership

Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant has read and agrees to abide by this club's constitution, bylaws and the rules of The American Kennel Club. The application shall state the name, address, occupation, and interests of the applicant, and the endorsement of one member in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year to the membership chair of the club. The application of new members shall be reported to the Board at its monthly meetings and recorded in the minutes and in the newsletter. The applicant shall become an approved member upon participation in at least one (1) club event or meeting within twelve months of application. The Board will identify at least three such events during each fiscal year, in addition to the Annual Meeting. These events will be identified to the membership at least 30 days in advance of each event.

Dues payment shall be refunded either on request if the membership has not been activated or in the event membership is denied.

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. 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 will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of the fiscal year; however, the Board may grant an additional ninety (90) 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.

(c) By expulsion. A membership may be terminated by expulsion of the member 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 during the months of June, July or August at a place, date, and hour designated by the Board of Directors.

This meeting MAY be held in conjunction with a show or other event where members will naturally be gathered but the time and place should be appropriate for concentrating on the meeting. The Secretary shall mail written or electronic notice of the annual meeting to each member at least thirty (30) days prior to the date of the meeting. The quorum for the annual meeting shall be ten percent (10%) of the members in good standing or at least 5 members in good standing, which ever is greater. This percentage/number can be changed by vote of the Board of Directors dependent on the membership population of the club. Acceptable methods of meeting include in person, electronic meetings, conference call, or other methods of real time interaction.

SECTION 2. Club Meetings

Regular Club Meetings should be held at least once per quarter. Club meetings shall meet the requirements of Section 1 except that election of the officers and board members shall take place only at the annual meeting. At least one regular meeting should be held during the months

of September, October or November; one during the months of December, January or February; and one during the months of March, April or May.

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 Secretary, upon receipt of a petition signed by ten percent (10%) of the members of the Club who are in good standing or at least 5 members in good standing, which ever is greater. Such meeting shall be held at such place, date, and hour as may be designated by the Board of Directors.

The Secretary shall mail written or electronic notice of such meeting at least fourteen (14) days and not more than thirty (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 ten percent (10%) of the members in good standing or at least 5 members in good standing, which ever is greater.

SECTION 3. Board Meetings

The first meeting of the Board shall be held immediately following the annual meeting or election. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. The Secretary shall mail written or electronic notice of this meeting to each member of the Board at least fourteen (14) days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board voting in person, by mail, email, FAX or telephone conference call.

The Board of Directors may conduct its business by mail, email, FAX, web conference or telephone conference call through the Secretary. Items voted upon by email, web conference or telephone conference call must be confirmed in writing to the Secretary and be postmarked within 7 days of the meeting.

SECTION 4. Special Board Meetings

Special meetings of the Board may be called by the President and shall be called by the Secretary upon receipt of request signed by at least 3 members of the Board. Such special meetings shall be held at a place, date and hour designated by the person or persons authorized to call such meetings. Special Board Meetings can be open to general attendance, though only Board members and those presenting specific agenda items may actually participate. Written notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting and said notice shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

Any new items being brought forward to the Board by non-board members must be sent to the board at least one week prior to the next scheduled Board meeting so that it can be scheduled into the agenda and so that the appropriate members might be invited to present the item.

Minutes of Special Board meetings shall be posted within 7 days.

Section 4a. The Board may call an executive meeting for the purpose of conducting business of a confidential nature. These executive meeting will exclude the general membership and be confined to the board members and parties directly involved with the topic of discussion. Any minutes taken will remain confidential until the Board releases them.

SECTION 5. Voting

Regular and Family Members over the age of 18 in good standing whose dues are paid for the current year shall be entitled to vote at any meeting of the Club. Voting may be conducted in person, by fax or in writing. An absentee ballot may be requested from the Club Secretary,

and must be requested at least two weeks prior to the meeting. Absentee ballots will be accepted if postmarked no later than 4 days prior to the meeting. Voting conducted during an electronic meeting must be followed up with a written or faxed copy of the ballot and must be post marked at most 7 days following the meeting. Voting by proxy shall not be permitted.

SECTION 6. Club Meeting Location

Club meetings shall be held within the geographic area bordered by the greater Seattle metropolitan area on the North, the greater Eugene/Springfield metropolitan area on the South and be held West of the crest of the Cascade Mountains.

ARTICLE III **Directors and Officers**

SECTION 1. Board of Directors

The Board shall be comprised of the President, Vice President, Secretary, Treasurer and at least 1 other person, all of whom shall be Regular or Family Members over the age of 18, in good standing and who are residents of the United States. The officers and directors shall be elected for two (2) year terms at the Club's annual elections as provided in Article IV, Section 3, and shall serve until their 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 both with regard to the Club and its meetings and the Board and its meetings.

a. The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these bylaws. The President shall have general

supervision and direction of the Club, shall appoint all Committee chairs and be an ex-officio member of all Club committees.

b. The Vice President shall have the duties and shall exercise the powers of the President in case of the President's death, absence, or incapacity. The Vice President shall also serve as liaison officer with other Welsh Springer Spaniel specialty clubs.

c. The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which the Club shall order a record. The Secretary shall have charge of the correspondence, notify members of meetings, 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 prescribed in these bylaws.

d. The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit the same, in the name of the Club, in a bank approved by the Board. The books shall, at all times, be open to inspection by the Board and the Treasurer shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. At the annual meeting the Treasurer shall render an account of all monies received and expended during the previous fiscal year. Three Club members appointed by the President and approved by the Board will make an annual audit of the Treasurer's books. The Treasurer shall be bonded in such amount as determined by the Board of Directors.

SECTION 3. Vacancies

Any vacancies 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 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, Voting, Nominations, Elections

SECTION 1. Club Year

The Club's official and fiscal years shall begin on the 1st day of August and end on the 31st day of July. The elected officers and directors shall take office on August 1st and each retiring officer shall turn over to her successor in office all properties and records relating to that office within thirty days.

SECTION 2. Elections

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidate(s) for Director(s) who receive the greatest number of votes for each position shall be declared elected to the Board of Directors. Voting for elected positions shall be staggered in an effort to add continuity of Club efforts. Even years: vote for President, Secretary, and even numbered Board positions ; odd years: vote for Vice-President, Treasurer and odd numbered Board positions. Members running for office must have been actively involved with Welsh Springer Spaniel ownership or activity for a minimum of 2 (two) years before running for office.

SECTION 3. Nominations

No person may be a candidate in a Club election who has not been nominated. By March 15th, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chair for the Committee and it shall be her duty to call a committee meeting, which shall be held by April 15th.

a. The Committee shall nominate at least one candidate for each office and in odd years, a minimum of one candidate for directorship. After

securing the consent of each person so nominated, the Committee shall report their nominations to the Secretary in writing on or before May 1st.

b. Upon receipt of the Nominating Committee's report, the Secretary shall, before May 15th, notify each member electronically or in writing of the candidates so nominated.

c. Additional nominations may be made following the notice of the candidates nominated by the Nominating Committee and up to two weeks prior to the Annual Meeting by any member in good standing provided that the person so nominated accepts in writing. No person may be a candidate for more than one position, and the additional nominations, which are provided for herein, may be made only from those members who have not accepted a nomination of the Nominating Committee.

d. Nominations cannot be made in any manner other than as provided in this section. Nominations cannot be made at the Annual Meeting.

ARTICLE V **Committees**

SECTION 1.

The Board may choose but is not obligated, each year, to appoint standing committees to advance the work of the Club in such matters as dog shows, field events, obedience trials, trophies, annual prizes, membership, and other activities which may well be served by committees. 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. The Board may appoint

successors to those persons whose service has been terminated.

ARTICLE VI
Discipline

SECTION 1. American Kennel Club Suspension

Any member who is suspended from 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 or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of ten dollars (\$10.00) 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. 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 that would be prejudicial to the best interests of the Club or 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 (3) members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) 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 her own defense and bring witnesses she 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 charges be sustained after hearing

all evidence and testimony presented by 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 no more than six (6) months from the date of the hearing. 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 her fellow members at the 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 Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

SECTION 4. Expulsion

Expulsion of a member from the Club may be accomplished only at 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. 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 her own behalf if she wishes. The members present will then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those present and voting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

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 a petition shall be promptly

considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the Secretary received the petition.

SECTION 2.

The constitution and bylaws may be amended by a two-thirds vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed, emailed or faxed to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII
Dissolution

SECTION 1.

The Club may be dissolved at any time by written consent of no less than two-thirds (2/3) of the members. In the event of the dissolution of the Club, other than for the purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club or any proceeds thereof, nor any assets of the Club shall be distributed to any of its members. 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 character and nature of the meeting may permit, shall be as follows:

Roll Call
Minutes of the last meeting

Report of President
Report of Secretary
Report of Treasurer
Reports of Committees
Acceptance of new members
Unfinished business
New business
Adjournment

SECTION 2.

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

Minutes of the last meeting
Report of Secretary
Report of Treasurer
Reports of Committees
Unfinished business
Election of new members
New business
Adjournment

SECTION 3.

All rules of order not covered by this Constitution and By-Laws shall be governed by Robert's Rules of Order, Revised

Adopted: October 2005

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