

CONSTITUTION and BY-LAWS for the KETTLE MORAINÉ ENGLISH SETTER CLUB

ARTICLE I – NAME AND OBJECTS

SECTION 1

The name of the Club shall be the Kettle Moraine English Setter Club.

SECTION 2

The objects of the Club shall be:

- (a) To encourage and promote quality in the breeding of purebred English Setter dogs and to do all possible to bring their natural qualities to perfection.
- (b) To conduct sanctioned and licensed field trials, sanctioned matches, obedience trials and specialty shows, under the rules of the American Kennel Club.
- (c) To sponsor training classes for its members and for the surrounding communities.
- (d) To urge members and breeders to accept the standards of the breed as approved by the American Kennel Club as the only standard of excellence by which English Setters dogs shall be judged.
- (e) To do all in its power to protect and advance the interest of the breed by encouraging sportsmanlike competition at the field trials, obedience trials, and dog shows.
- (f) To devote all profits accruing to the Club to the above purposes or to make specific donations to such charitable, civic, or educational organizations as shall be approved by a majority vote of those members in attendance and voting at a Club meeting.

SECTION 3

The Club shall not be conducted or operated for profit and no part of any profits or the remainder or residue of dues or donations to the Club shall inure to the benefit of any member or individual. Under no circumstances shall the Club pay any member a salary, fee, commission or dividend for serving in any elective or appointed office.

SECTION 4

The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objectives.

ARTICLE II – MEMBERSHIP

SECTION 1

There shall be two types of membership open to all persons over eighteen years of age and one type of membership for those under the age of eighteen who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

- (a) Single membership shall be open to anyone eighteen years of age or older.
- (b) Family memberships will include the husband and wife and children under eighteen or residence of household. Husband and wife are entitled to one vote each.
- (c) Junior membership is for anyone under the age of eighteen.
- (d) Any member under the age of eighteen years shall not be eligible to vote, nor to hold elective office.

SECTION 2

Membership dues in an amount established prior to the month of October by the Board of Directors are payable on or before the 1st day of January of each year. The Board may establish a special family-dues rate for husband and/or wife and their children under the age of eighteen. Membership dues shall not exceed twenty-five (25) dollars per year for individual or junior memberships and thirty (30) dollars per year for family membership. Any member whose dues are not paid for the current year shall be considered a member not in good standing and shall not be permitted to nominate candidates for office, be a candidate for office, hold office, vote or receive any privileges of Club membership. A statement of his dues for the ensuing year shall be sent to each member no later than November 1st.

SECTION 3

Each applicant for membership shall apply on a form approved by the Board of Directors which shall provide that the applicant agrees to abide by the Constitution and By-Laws and the Rules of the American Kennel Club. The application shall state the name, address, and occupation, if any, of the principle applicant and shall carry the endorsement of two members who are "in good standing". The prospective member shall accompany the application with payment of dues for the current year. Applications shall be filed with the secretary and each application shall be read at the first Club meeting following its receipt. At the next Club meeting the application shall be read, voted upon and affirmative votes of three-fourths of the members present and voting at the meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

SECTION 4

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 each fiscal year.

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- (b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety (90) 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 the meeting.
- (c) By expulsion. A membership may be terminated by expulsion, as provided in Article VII of these Constitution and By-Laws.

ARTICLE III – MEETING AND VOTING

SECTION 1

Meetings of the Club shall be in the greater Milwaukee Area on the first Saturday of each month, at such an hour and place as may be designated by the Board of Directors. Written notice of each meeting shall be mailed by the Secretary at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be twenty (20) percent of the members in good standing.

SECTION 2

Special Club meetings may be called by the President, or by a majority vote of the members of the Board of Directors who are present and voting at any regular or special meeting of the Board of Directors or by the Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held at such an hour and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meetings shall be mailed by the Secretary at least ten (10) days, and not more than fifteen (15) days prior to the date of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be twenty (20) percent of the members in good standing.

SECTION 3

Meetings of the Board of Directors shall be held a minimum of six (6) times a year at such times and places and hours as may be designated by the Board. Written notice of each such meeting shall be mailed by the Secretary to each Board member at least ten (10) days prior to the date of such meetings. The quorum for such a meeting shall be a majority of the Board.

SECTION 4

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 (3) members of the Board. Such special meetings shall be held at such hour and place as may be designated by the person authorized herein to call such meetings. Written notice of such meetings shall be mailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting, or telegraphic notice shall be filed at least three (3) days and not more than five (5) 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. A quorum for such meeting shall be a majority of the Board.

SECTION 5

Each member in good standing, eighteen years of age or older, whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he (she) is present. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE IV – DIRECTORS AND OFFICERS

SECTION 1

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and three (3) other persons, all of whom shall be members in good standing who are residents of the United States. They shall be elected at the Club's annual meeting, as provided in ARTICLE V 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

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 President, in addition to those particularly specified in the Constitution and By-Laws.
- (b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) The Secretary shall keep a record of all meetings of the Club and of the Board, and of all matters of which a record shall be ordered by the Club. He/she 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 members of the club and their addresses, and carry out such duties as are prescribed in these Constitution and By-Laws.
- (d) The Treasurer shall collect and receive monies due or belonging to the Club. He/she shall deposit the same in a bank satisfactory to the Board in the name of the Club. His/her books shall, at all times, be open to inspection of the Board, and he/she shall report to them, at every meeting, the condition of the Club's finances, and every item of receipt of payment not before reported; and at the annual meeting he/she shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

SECTION 3

Any vacancies occurring on the Board 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 meeting of the Board called for that purpose; except that a vacancy of the President shall be filled, automatically, by the Vice-President, and the resulting vacancy in the office of the Vice-President shall be filled by the Board.

ARTICLE V – THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1

The Club's fiscal year shall begin on the first day of January and end on the thirty-first day 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.

SECTION 2

The annual meeting shall be held in the month of December, at which directors and officers for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with SECTION 4 of the ARTICLE V. They shall take office immediately upon the 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 thirty (30) days after the election.

SECTION 3

The nominated candidates receiving the greatest number of votes for each office shall be declared elected for a one (1) year term. At the first election for the Board of Directors, the candidate receiving the greatest number of votes shall be elected for a three (3) year term; the candidates receiving the second greatest number of votes shall be elected for a two (2) year term, and the candidate receiving the third greatest number of votes shall be elected for a one (1) year term.

SECTION 4

No person may be a candidate in a Club election who has not been nominated. During the month of July, the Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chairman for the committee and it shall be his/her duty to call a committee meeting which shall be held on or before September fifteenth (15th).

- (a) The Committee shall nominate one candidate for each office and position of the Board, and after securing the consent of each person nominated, shall immediately report their nominations to the Secretary in writing.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall, on or before October fifteenth, notify each member, in writing of the candidates so nominated.
- (c) Additional nominations may be made at the December meeting by any member in attendance, providing that the person so nominated does not decline when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate. 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 among those members who have not accepted a nomination of the Nominating Committee.
- (d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

ARTICLE VI – COMMITTEES

SECTION 1

The Board may, each year, appoint standing committees to advance the work of the Club in such matters as field trials, obedience trials, annual prizes, memberships, 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 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 VII – DISCIPLINE

SECTION 1

Any member who is suspended from privileges of the American Kennel Club member club automatically shall be suspended from privileges of the Club for a like period.

SECTION 2

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 \$10 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of hearing by the Board not less than three (3) weeks nor more than six (6) 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/her own defense and bring witnesses if he/she wishes.

SECTION 3

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 charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, 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 that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, the suspension shall not restrict the defendant's right to appear before his/her 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 Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4

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 the ARTICLE. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty (60) days, but 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/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. The members present at the meeting shall vote by secret ballot on the proposed expulsion. A two-thirds 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.

ARTICLE VIII – AMENDMENTS

Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty (20) percent 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 members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary. The Constitution and By-Laws may be amended by a two-thirds vote of the members and voting at any regular meeting called for the purpose provided the proposed amendments have been included in a notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE IX – DISSOLUTION

The Club may be dissolved at any time by the written consent of not less than two-thirds of the 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 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 X – 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:

- (a) roll call
- (b) minutes of the last meeting
- (c) report of the President
- (d) report of the Secretary
- (e) report of the Treasurer
- (f) report of the Committees
- (g) election of officers and Board (at annual meeting)
- (h) election of new members
- (i) unfinished business
- (j) new business
- (k) 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:

- (a) reading of minutes of the last meeting
- (b) report of Secretary
- (c) report of Treasurer
- (d) report of Committees
- (e) unfinished business
- (f) new business
- (g) adjournment

Meetings of the Club shall be governed by Robert's Rules of Order, Revised in all cases to which they apply and where they are consistent with these Constitution and By-Laws. The parliamentarian will be provided by the President for each meeting.