

## By-Laws

### ARTICLE I

#### Names and Objects

Section 1. The name of the Club shall be HIAWATHA COCKER SPANIEL CLUB, INC.

Section 2. The objects of the Club shall be:

- to encourage and promote the breeding of pure-bred Cocker Spaniels and to do all possible to bring their natural qualities to perfection, and as stipulated in Article II of Incorporation.
- To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Cocker Spaniels shall be judged.
- To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials and field trials.
- To conduct sanctioned and licensed specialty shows, obedience trials and field trials under the rules of the American Kennel Club.

Section 3. Club Assets:

- the Club shall not be conducted or operated for profit (as stated in the Articles of Incorporation) 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.
- In case of dissolution or liquidation of the Club, the existing Board of Directors at the last board meeting, called for the conclusion of Club business, shall have the power to exclusively determine what charity or charities will receive the remaining assets and in what proportion.

### ARTICLE II

#### Membership

Section 1. Eligibility: There shall be one type of membership open to all persons regardless of age who are in good standing with the American Kennel Club and who subscribe to the purposes of the Hiawatha Cocker Spaniel Club, Inc. Membership is to be unrestrictive as to the residence.

Section 2 Dues: Membership dues shall be established at the first board meeting of the incoming Board of Directors; these dues so established will be effective for the fiscal year commencing the following 1 st of September. No member may vote those dues are not paid for the current year.

Section 3. Application for Membership:

- each applicant for new membership shall apply on a form furnished by the Membership Chairman and shall be accepted or rejected by the Board of Directors providing he is in good standing with the American Kennel Club at the date of application. The applicant shall submit dues payment with his application for membership as a further qualification to membership. Upon acceptance of the application for membership by the Board of Directors, the new members names shall be read at the first meeting of the Club following their acceptance, by the Membership Chairman.

- all membership renewals will be submitted on application forms to the Board of Directors for approval.
- the application form for new members and/or renewal membership will be approved by the Board of Directors.
- all applications for new or renewal membership shall be accepted if a 2/3 majority is achieved by the full Board of Directors.

Section 4. Termination or suspension of Membership: Membership may be terminated or suspended by:

- resignation.
- Lapsing of dues payment after 90 days after the beginning of the Clubs fiscal year.
- Suspension as provided in Article VII of these By-Laws.

### ARTICLE III

#### Meetings and Voting

Section 1. Club Meetings: Meetings of the Club shall be held in the State of Minnesota on the third Thursday of each month of the year at such hour and place as may be designated by the President of the Club. Written notice of each such meeting shall be mailed to all members by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 10 members or a quorum of the Board.

Exception to Day of Meeting; The President may change the monthly meeting date for a particular month after a telephone poll of the Board of Directors as a whole, provided a majority vote of the Board is obtained in approval.

Section 2. Special Club Meetings: Special Club meetings may be called by the President, or by a majority vote of the member of the Board who are present and voting at any regular or special meeting of the Board, or by the Secretary upon receipt of a petition signed by ten members of the Club who are in good standing. Such special meetings shall be held in the State of Minnesota at the hour, date and place designated by the person or persons authorized herein to call such meetings.

Written notice of such a meeting shall be mailed to all members by the Secretary at least 5 days prior to the date of the meeting, and said notice shall state by agenda the purpose of the meeting. The quorum for a special meeting shall be 10 members or a quorum of the Board of Directors. No other business may be conducted at the meeting after the purpose for which the special meeting was called has been disposed.

Section 3. Board Meetings: Meetings of the Board of Directors shall be held in the State of Minnesota on the date, hour and place designated by the President. A Board meeting may also be called by a majority of the Board on the date, hour and place designated by the majority of the total Board, whether or not the President agrees, provided the President is advised by mail 7 days in advance. The Secretary shall advise all Board members in writing or by telephone as to the time and date and place of the meeting at least 5 days prior to the date scheduled, insofar as possible. The quorum for Board Meetings shall be 50% of the Board Membership. There shall be a minimum of 6 Board meetings during the fiscal year.

Section 4. Voting: Each member in good standing whose dues are paid for the current year shall be entitled to vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at

any Club meeting or election. Absentee ballots will be accepted only for election of Officers and Board Committee members at the annual meeting. Ballots will be furnished by the Secretary upon request and must be returned to the Secretary by mail prior to the annual meeting. Ballots must be signed and may not be opened until ballots are counted by the special committee appointed for that purpose. Absentee voters must identify the ballot envelope with the words Absentee Ballot.

#### ARTICLE IV

##### Directors and Officers

###### Section 1.

Board of Directors: After selection of the Board of Directors at the annual meeting by the Membership, the new Board of Directors shall elect Club Officers and the four chairmen who are members of The Board. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, Chairman of the Bench Show Committee, Membership Chairman, Program Chairman, and Publicity Chairman. General management of the Clubs affairs shall be entrusted to the Board of Directors.

- Vacancies: If a vacancy occurs among the Directors by reason of resignation or other termination, such vacancy shall be filled by the Board of Directors and the person so appointed shall be a Director until his successor is elected by the members at the next annual election meeting or at a special meeting called for that purpose. Such director so elected by the member shall continue in office during the unexpired term of the director who has resigned or otherwise terminated his position as a director.
- Involuntary Termination: The members, by a majority vote of all voting members, may, with or without cause, remove one or more directors from office. The meeting at which removal is to be considered shall be called by petition as prescribed in Article III, Section 2.

###### Section 2.

Officers and Committee Chairman Duties: The Clubs officers, consisting of the President, Vice-President, Secretary and Treasurer, and the four committee chairmen, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- 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 Articles of Incorporation and these By-Laws. Further more, it shall be the Presidents responsibility to be familiar, and conduct meetings in accordance with Roberts Rules of Order, and to maintain orderly procedures at all club or board meetings.
- The Vice-President shall have the powers and responsibilities of the President in the event of the Presidents absence for whatever reason.
- 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 shall have charge of the correspondence, notify members of meetings as specified in Article III of these By-Laws, keep a roll of the members of the Club with their addresses (by coordinating with the Membership Chairman and the Treasurer), and carry out such other duties as are prescribed in these By-Laws. He shall also be familiar with and shall adhere to Article X, paragraphs 59 and 60 of Roberts Rules of Order.

- The Treasurer shall collect and receive all moneys due or belonging to the Club and Receipt therefore. He shall be authorized to pay all bills incurred by the Club. Any bill incurred without prior authority under Article IV, Section 3 must be approved by the Club before payment. He shall deposit the same in the bank satisfactory to the Board, in the name of the Club. His books shall at all times be open to inspection of the Board and shall be submitted to a committee of two (2) Club members (which shall not be Board members) appointed by the Board, for annual auditing prior to the annual meeting. He shall report to the Board and the membership the condition of the Clubs finances at every meeting, and shall report by category every item or receipt of payment not before reported: and at the annual meeting he shall render an account of all moneys received and expended during the previous fiscal year in a written single copy, which may be either handwritten or typed. He shall furnish a statement of account to persons with outstanding debts on a quarterly basis and shall report delinquent accounts to the Board after six (6) months for appropriate action. He shall notify all members, by mailing renewal application by July 1 st of each year, that all dues must be paid by September 1 st. He shall obtain and provide the President with a checking account signature card so that withdrawals can be made by the President in the Treasurers absence or incapacity for whatever reason.

- The Chairman of the Bench Show committee shall have the responsibility for:

1. Complete organization of the annual specialty, including appointment of committees for the conformation show, obedience trial (when held), puppy sweepstakes, trophies, catalog advertising, stewards, show publicity, refreshment and cleanup, and shall secure the show secretary or superintendent.

- o Arranging for locations for all shows and matches, and contacting all judges nominated by the Club, either through direct action or with the Secretarys assistance.

- o Maintaining liaison with the Secretary to assure that approval of show date, show secretary, judges and site is obtained from the American Spaniel Club and the American Kennel Club.

- o Obtaining and being familiar with current AKC publications entitled ~Rule Applying to Registration and Dog Shows~, ~Regulations for Sanctioned Show Matches and Sanctioned Obedience Matches~.

- o At least one Summer and one Winter puppy and adult conformation match (combined) and for any other informal matches approved by the Club.

- o Obtaining insurance coverage for the annual specialty show when authorized by the club.

- o All club owned show equipment and will cause it to be available at all shows and matches sponsored by the Club.

- o Nominations for annual specialty judges which shall be secured from the Club at least eight (8) months prior to date of the show insofar as possible.

- The Membership Chairman will be responsible for the following:

- o Maintaining official roster of members and advises Secretary and Treasurer of changes thereto.

- o Maintaining close liaison with Treasurer to determine dues paying status of all members.

- o Contacting prospective members in order to interest them in joining the Club.

- o Obtaining data sheet from new members regarding work activity interests.

- o Handling membership applications in accordance with Article II of these By-Laws.
- o Issuing new roster listing to all members no later than four (4) months after annual meeting.
- o Introducing new members to the club and providing general assistance during early months of membership to help their integration into the Club.
- o Distributing copies of By-Laws and Articles of Incorporation to each new member
  - The Program Chairman will provide a comprehensive, informative program dealing with the Cocker Spaniel (or related activities) at each regular meeting other than the annual meeting, unless advised to the contrary by the President in advance.

(h) Publicity Chairman shall assure that a Club newsletter, know as the HIAWATHA COCKER TALES, is published at least four (4) times yearly. He shall make every effort to secure adequate paid advertising to enable such publication to be self-sustaining.

He will work to obtain advantageous publicity to further the cause of the Breed through all mediums of communication, where possible. He will appoint a club reporter whose sole responsibility will be to forward information concerning club members breed activities to the national Cocker Magazines.

Section 3. Board members and special committee chairman may incur obligations of up to \$10.00 total per Board member of chairman without prior authority.

#### ARTICLE V

##### The Club Year, Annual Meeting, Elections

Section 1. Club Year: The Clubs fiscal year shall begin on the 1 st day of September and end on the 31 st day of August.

The Clubs 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. Annual Meeting: The annual meeting shall be held on the 3 rd Thursday in the month of SEPTEMBER at which directors for the ensuing years shall be elected by secret written ballot from among those nominated in accordance with Section 4 of this Article. The Directors shall be elected by the actual membership of the corporation at the annual meeting. At the annual election meeting in 1972, four (4) directors shall be elected for one year terms and four (4) directors shall be elected for two year terms. At each annual election meeting thereafter, four (4) directors shall be elected for two year terms to succeed the expiring terms. Each director shall hold office for the term for which he was elected and qualified, or until he shall resign, or shall have been removed as provided by statute, the Articles of Incorporation or these By-Laws. Each retiring officer shall turn over to his successor in office all properties and records relating to that office as soon as his successor has been designated. The new Board of Directors shall elect officers and undertake administration at the next meeting of the Board.

Section 3. Elections: The nominated candidates receiving the greatest number of votes shall be declared elected to fill the positions open on the Board of Directors.

Section 4. Nominations: No persons may be a candidate in a Club election who has not been nominated. (Write-in votes for a person or persons not previously nominated will not be counted). During the month of May the Board shall select a nominating committee consisting of three (3) members and one (1) alternate, not more than one of whom shall be a member of the Board. The Secretary shall

immediately notify the committee members and alternate of their selection. The Board shall name a Chairman for the Committee and it shall be his duty to call a meeting which shall be held before June 25<sup>th</sup>.

The Committee shall nominate four (4) or more candidates for the Board and, after securing the consent of each person so nominated, shall report their nominations to the Secretary together with the written consent of the nominees before July 10<sup>th</sup>.

Upon receipt of the Nominating Committees report, the Secretary shall notify each member in writing of the candidates so nominated at the time of mailing of notice of the regular July meeting.

Additional nominations may be made at the JULY meeting by any member in attendance, provided that the person so nominated does not decline when his name is proposed, and further provided 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 willingness to be a candidate. No person may be a candidate for more than one office, and the additional nominations which are provided for herein may be made only from among those members who were not nominated by the Nominating Committee.

Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

Section 5. Counting of Votes: The President shall appoint two (2) members from among those present at the annual meeting to count the ballots in secret. The total vote for individuals may not be divulged except if requested by a hand vote of the membership present at the annual meeting. Any other disclosure of the total tabulations will be subject to disciplinary action in accordance with Article VII, Section 2 of these By-Laws.

Section 6. The Ballots will be turned over to the Secretary elected for the new Club year and retained by that person for not less than 30 days, and thereafter shall be destroyed.

## ARTICLE VI

### Committees

Section 1. The President may each year appoint special committees to advance the work of the Club in such fields which may well be served by committees, provided that the field (i.e., purpose for the committee) has been approved by the Club or Board. In addition, each regular Board Committee Chairman shall appoint one or more assistants, and may appoint such further special committees as required to aid in each Chairmans individual duties.

Section 2. Any special committee appointment may be terminated by a majority vote of the full membership of the Board or Club at any meeting.

## ARTICLE VII

### Discipline

Section 1. American Kennel Club Suspension: Any member 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. Divulging Ballot Results: A member selected to count the votes (ballots) at the annual meeting who discloses the results of the voting, except as provided in Article V, Section 5 of these By-Laws, shall

be subject to appearance before the Board to defend such action. The Board shall consider whatever action it deems appropriate after review of all pertinent facts.

Section 3. Dishonorable Practices or Conduct: The Board of Directors shall have power, by a majority vote of the members present, to suspend or expel any person from membership in the club who, in the opinion of the Board, has been guilty of a fraudulent, or dishonorable practice in connection with bench shows, field trials or obedience trials, or of conduct unbecoming a sportsman and gentleman in his relationships to the Club, to an officer or boardmember thereof, or to its membership or any individual member. These charges may be brought before the Board by any member. However, no person shall be disciplined as aforementioned in this section without a hearing before the Board of Directors; notice for this hearing shall be sufficient if given to the person charged within 10 days before the scheduled hearing by registered mail to his last known address, with time and place of hearing included therein.

## ARTICLE VIII

### Amendments

Section 1. Amendments to the By-Laws may be proposed by the Board or by written petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be subsequently submitted to the members, with the Board's recommendations, for a vote within two (2) months of the date when the petition was received by the Secretary.

Section 2. The By-Laws may be amended by a 2/3 vote of the members present 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 to each member at least 10 days prior to the date of the meeting.

## 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:

- Regular Meeting
- Minutes of last meeting
- Report and recommendations of the Board
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Bench Show Chairman
- Report of Membership Chairman
- Report of Publicity Chairman
- Reports of Special Committees (if any)
- Election of officers and Board (at annual meeting)
- Unfinished business
- New business

- Adjournment

Section 2. At meetings of the Board, the order of business, unless otherwise directed by a majority of those present, shall be:

- Minutes of last Club meeting
- Minutes of last Board meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment