

BY-LAWS OF TWIN CITIES VOYAGEUR
ENGLISH SPRINGER SPANIEL ASSOCIATION
Revised November 2008

ARTICLE I. NAME AND OBJECTS

SECTION 1. NAME

The name of the club shall be Twin Cities Voyageur English Springer Spaniel Association.

SECTION 2. OBJECTS

The objects of the club shall be:

- (a) to encourage and promote purebred English Springer Spaniels and to do all possible to bring their natural qualities to perfection;
- (b) 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 English Springer Spaniels 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
 - rally trials
 - tracking tests
 - hunting tests
 - any other event held under the rules of the ESSFTA and/or the American Kennel Club;
- (d) to conduct events:
 - dog shows
 - obedience trials
 - rally trials
 - any other event for which the club is eligible under the Rules and Regulations of the ESSFTA and/or the American Kennel Club.

SECTION 3. PROFITS

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. BYLAW REVISION

The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

ARTICLE II. MEMBERSHIP

SECTION 1. ELIGIBILITY

Membership shall be open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this organization. However, rights and privileges within the organization shall be restricted in accordance with the classifications of membership outlined in Section 2 below.

While membership is to be unrestricted as to residence, the organization's primary purpose is to be representative of the breeders, exhibitors and sponsors of purebred English Springer Spaniels in the greater Minneapolis/St. Paul area.

SECTION 2. CLASSIFICATIONS OF MEMBERSHIP

Memberships shall be available under the following classifications and shall entitle such members to all rights and privileges within the organization as specified within these by-laws:

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|------------|---|
| INDIVIDUAL | Individual membership shall be available only to persons 18 years of age or older. Individual members enjoy all club privileges including the right to vote and hold office. |
| FAMILY | Family memberships shall be available only to persons residing within the same household and shall include a maximum of two persons 18 years of age and older, and all persons under the age of 18. Each adult is eligible to vote and hold office. The application shall specify the names of all persons included in such membership. |
| JUNIOR | Junior membership shall be available to any individual under 18 years of age. The age of any individual applying for membership shall be determined as of the date the application is submitted. Junior members may not hold office and are not eligible to vote. |
| LIFE | Offered to those individuals who have been members for 30 years; Life members pay no dues but are eligible to vote and hold office. |

SECTION 3. ELECTION TO MEMBERSHIP

Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by the articles of incorporation and by-laws and the rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant. The prospective member shall submit dues payment for the current year with his/her application.

All applications for membership are to be filed with the Secretary, and each application is to be read at the first meeting of the club following its receipt. At the next club meeting the application will be voted upon and affirmative votes of 3/4 of the members present and voting at that 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. DUES

Membership dues shall be set annually in the month of October by the Board of Directors, not to exceed \$50.00 for Individuals, \$75.00 per year for Families, or \$25 per year for Juniors; payable on or before the first day of January of each year. During the month of October, the Secretary shall send to each member, by E-mail or U.S. Mail, a statement of his/her dues for the ensuing year.

SECTION 5. TERMINATION OF MEMBERSHIP

Membership may be terminated by:

- (a) RESIGNATION - Any member in good standing may resign from the organization upon written notice to the Secretary, but no member may resign when in debt to the organization. Obligations other than dues are considered a debt to the club and must be paid in full prior to

resignation.

- (b) LAPSING - A membership will be considered lapsed and automatically terminated if a member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days' 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) EXPULSION - A membership may be terminated by expulsion as provided in Article VII of these bylaws-

ARTICLE III. MEETINGS AND VOTING

SECTION 1. MEETINGS OF THE MEMBERSHIP

Meetings of the Membership shall be held six times each year at such hour and place as may be designated by the Board of Directors. Such meetings shall be held in the greater Minneapolis/St. Paul area. The Secretary shall send written notice of each meeting by U.S. Mail or by E-Mail at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members of the organization who are in good standing.

Notification of club meetings, club correspondence related to the conducting of club business, and notification of board meetings may be sent by email, provided that:

Each member requesting receipt of email correspondence has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the club from any liability should the notification be received late or not received by the member or board member due to circumstances beyond the club's control.

SECTION 2. SPECIAL MEETINGS OF THE MEMBERSHIP

Special meetings of the membership may be called by the President or by a majority vote of the members 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 10% of the members of the Club who are in good standing. Such special meetings shall be held in the greater Minneapolis/St. Paul area. at such date, hour and place as may be designated by the person or persons authorized herein to call such meetings. Notice of such meetings shall be sent by U.S. Mail or E-Mail to the members by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting, and said notice shall state the purpose of the meeting and no other business may be transacted. The quorum for such a meeting shall be 20% of the members of the organization who are in good standing.

SECTION 3. BOARD MEETINGS

Meetings of the Board of Directors shall be held no less than six times each year at such hour and place as may be designated by the board. Such meetings shall be held- in the greater Minneapolis/St. Paul area. The Secretary shall notify Board members by U.S. Mail or E-Mail at least (5) days prior to the date of the meeting. The quorum for such meetings shall be a majority of the board.

SECTION 4. SPECIAL BOARD MEETINGS

Special meetings of the Board may be called by the President or shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the greater Minneapolis/St. Paul area at such place, date, and hour as may be designated by the person authorized herein. The Secretary shall send notice by U.S. Mail or E-Mail at least five (5) days and not more than ten (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. The quorum for such a meeting shall be a majority of the board.

SECTION 5. VOTING

Each adult member in good standing whose dues are paid for the current year, including life members, shall be entitled to one vote at any meeting of the club at which he is present. Household memberships are entitled to two votes by individuals over the age of 18. Cumulative voting or Proxy voting will not be permitted at any club meeting or election.

ARTICLE IV. DIRECTORS AND OFFICERS

SECTION 1. BOARD OF DIRECTORS

The Board of Directors shall be comprised of the President, Vice-President(s), Secretary(s), Treasurer and other persons to total nine individuals; all of whom shall be members in good standing and all of whom shall be elected for one year terms at the annual meeting as provided in Article IV. They shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the board of directors. No two members of the same household shall serve simultaneous terms on the Board of Directors.

SECTION 2. OFFICERS

The officers of the organization shall be a President, one or more a Vice Presidents, a Treasurer and one or more a secretaries. All officers must be members in good standing, and shall serve in their respective capacities both with regard to the club and its meetings and the board and its meetings. The several officers shall have such powers and authority and shall perform such duties as commonly pertain to their respective offices or as the Board of Directors may assign and direct from time to time.

- (a) **PRESIDENT** - The President shall preside at all meetings of the Membership and the Board of Directors, and shall have the duties and powers normally assigned to the office of President in addition to those particularly specified in these bylaws. The President shall be the chief Executive officer of the organization. The President may be an *ex officio* member of all committees, except the Nominating Committee. Once a President has served three consecutive terms of office, that person will not be eligible to run for that same position for a period of one year.
- (b) **VICE PRESIDENT** - The Vice President shall, in the absence of the President, perform his/her duties and exercise his/her powers.
- (c) **TREASURER** -The Treasurer shall have charge of the finances of the organization, subject to the power and authority of the Board of Directors. The Treasurer shall keep, or cause to be kept, accurate records and accounts of the receipts of the organization: its bank deposits, earnings, and all disbursements. The Treasurer shall open and maintain bank accounts of the organization in such banking Institutions as the Board may direct and shall deposit funds of the organization therein, subject to withdrawal only by checks signed by such persons as the Board shall specify. The Treasurer shall provide to the Board at each meeting accounts of transactions and of the financial condition of the organization and shall furnish such other financial information as may be required by the Board from time to time. At the annual meeting, an accounting shall be provided of all moneys received and expended during the previous fiscal year. The club accounts shall be bonded in such amount and manner as the Board of Directors shall determine.
- (d) **SECRETARY** - The Secretary shall provide for the taking and keeping of minutes at the Board of Directors and Membership meetings and shall keep a record of all proceedings. The Secretary shall provide for the giving of notices of meetings and shall perform such other duties as may be required by the Board of Directors.
- (e) The office of Secretary and the office of Treasurer may be held by the same person.

SECTION 3. VACANCIES

Any vacancies occurring on the Board and/or among the officers during the year shall be filled until the next annual election by a majority vote of the then members of the Board at its first regular meeting following the creation of such vacancies, or at a special board meeting called for that purpose; except that a vacancy in the office of the 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 V. THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1. ORGANIZATION'S YEAR

The Fiscal Year shall begin on the 1st day of January and end on the last day of December. The official year shall begin on April 1st.

SECTION 2. ANNUAL MEETING

The Annual Meeting of the organization's membership shall be held during the first quarter of the fiscal year, at which Officers and Directors for the ensuing year shall be elected by those members present and in good standing. Candidates shall be from among those nominated in accordance with Section 4 of this Article. The nominated candidates receiving the greatest number of votes shall be declared elected.

SECTION 3. ELECTIONS

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for at-large positions on the Board who receive the greatest number of votes for such positions shall be declared elected. Newly elected officers shall take office on April 1st of each year. 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.

SECTION 4. NOMINATIONS

No person may be a candidate in a club election who has not been nominated. Only voting members in good standing may be nominated for the Board. At least two months before the fall meeting, the Board shall select from the voting membership a nominating committee consisting of three members and two alternates, not more than one of which may be a member of the Board. The Secretary shall immediately notify the committee and alternates of their selection. The Board shall name a chairman for the Committee and it shall be that person's duty to call a nominating committee meeting, which shall be held at least six weeks before the fall meeting.

- (a) The committee shall nominate a candidate for each office and one candidate for each position on the board and after securing the consent of each person so nominated, shall immediately report the nominations to the Secretary in writing or by E-Mail.
- (b) Upon receipt of the nominating committee's report, the Secretary shall, at least three weeks before the fall meeting, notify each member by US Mail or E-Mail of the candidates so nominated.
- (c) Additional nominations may be made, by any member in good standing in attendance at a general membership meeting designated by the board for that purpose, provided 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 the meeting, the nominating member shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to serve. No person may be a candidate for more than one position.

- (d) Nominations cannot be made at the Annual Meeting or in any manner other than provided in this section.
- (e) No person who has resigned from the Board may be eligible to serve on the board for one complete official year following his/her resignation.

ARTICLE VI. COMMITTEES

SECTION 1.

The Board may appoint committees to advance the work of the organization. Such committees shall always be subject to the final authority of the Board. The Board may appoint ad hoc committees and task forces from time to time.

SECTION 2.

Any committee appointment may be terminated by a majority vote 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. AMERICAN KENNEL CLUB SUSPENSION

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

SECTION 2. CHARGES.

An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00, which shall be forfeited if, following a hearing, the charges are not sustained by the board. 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 that 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 for a 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 and the specifications 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. 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 the 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 reprimand or suspend the defendant from all privileges of the club for not more than six 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 his/her fellow members at the ensuing club meeting which considers the board's recommendation. Immediately after the board has reached a decision, its finding 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.

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 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 finding and recommendation, and shall invite the defendant, if present, to speak in his/her own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 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

SECTION 1.

Changes and Amendments to the By-Laws and Articles of Incorporation shall be made in accordance with the Statutes of the State of Minnesota.

SECTION 2.

Amendments to these By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty 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 Secretary receives the petition.

SECTION 3.

The By-Laws may be amended by a secret 2/3 vote of the members present and voting at any regular or special meeting called for this purpose, provided the proposed amendments have been included in the notice of the meeting sent by U.S. Mail or E-Mail to each member at least two weeks prior to the date of the meeting.

ARTICLE IX. DISSOLUTION

SECTION 1.

The organization may be dissolved at any time by written consent of not less than 2/3 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 all debts of the organization from its property and assets, any remaining assets shall be distributed in such manner as the Board of Directors may determine for the use of charitable organizations serving purebred English Springer Spaniels, for humane purposes, or for research.

ARTICLE X. ORDER OF BUSINESS

SECTION 1.

At meetings of the organization, the order of business, so far as the 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
Report of Committees
Unfinished Business
New Business
Election of Officers and Board Members (at Annual Meeting)
Election of New Members
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:

Reading of minutes of last meeting
Report of Secretary
Report of Treasurer
Report of Committees
Unfinished Business
New Business
Adjournment

ARTICLE X. PARLIAMENTARY AUTHORITY

SECTION 1

For further reference on all matters not included and provided for in these By-Laws, the rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall be consulted for a final decision.

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