

**Boykin Spaniel Club and Breeders Association of America  
August 2022**

**CONSTITUTION (AND ARTICLES OF INCORPORATION)**

**ARTICLE I**

**NAME AND OBJECTIVES**

**Section 1:** The name of the Club shall be The Boykin Spaniel Club and Breeders Association of America, Inc. (herein referred to as "the Club".)

**Section 2:** The objectives of the Club shall be to adhere to ethical standards in all facets of activities related to the Club and membership including:

- a) To encourage and promote quality in the breeding of healthy purebred Boykin Spaniels and strive to bring their hunting instincts to perfection;
- b) To encourage the organization of independent local Boykin Spaniel specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club;
- c) 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 Boykin Spaniels shall be judged;
- d) To encourage the development and use of Boykin Spaniels as hunting companions;
- e) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition and behavior at performance and companion events and conformation dog shows;
- f) To conduct performance and companion events and conformation dog shows and any other events for which the Club is eligible under the Rules and Regulations of The American Kennel Club; and
- g) To educate and host activities that provide information to judges, members, the general public and anyone interested in learning more about the Boykin Spaniel breed and its heritage.

**Section 3:** 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:** The members of the Club shall adopt and may, from time to time, revise such Bylaws as required to carry out these objectives.

**Boykin Spaniel Club and Breeders Association of America**  
**August 2022**

**BYLAWS**

**ARTICLE I**  
**MEMBERSHIP**

**Section 1: Eligibility.** There shall be seven types of membership, open to those who are in good standing with the American Kennel Club and who subscribe to the purposes of the Club. Unless otherwise stated, each membership shall be an annual membership.

- a) Regular (Individual): Open to those United States of America residents 18 years of age or older. Regular members enjoy all privileges including the right to vote and hold office.
- b) Household: Open to all members of the same household with two of the household members being United States of America residents and 18 years or older having one vote each and the right to hold office, and the other members having all other privileges of membership.
- c) Associate: Open to those 18 years of age or older and enjoy all privileges of membership except the right to vote and hold office. Associate memberships are usually held by non-residents and those not yet able to secure sponsors, as defined in Section 3.
- d) Junior: Open to those United States of America residents less than 18 years of age. Juniors enjoy all privileges of membership except the right to vote and hold office. Their membership automatically converts to regular membership at age 18.
- e) Honorary: An Honorary member is an individual who has made significant contributions to the Sport, Breed, or the Club. This membership may be awarded by a unanimous vote of the Directors present at a meeting of the Board of Directors or two thirds vote of the membership at a Club meeting to individuals who have made or are making significant contributions to the sport, breed, or Club. Honorary members pay no dues and have no voting rights. Honorary members must pay dues, as Regular or Household members, in order to receive membership privileges including the right to vote and hold office.
- f) Life: The Board may establish a regular and a household Life Membership with one-time dues for those United States of America residents 18 years of age or older. Upon the death of one household member, the household life membership shall continue as a regular lifetime membership for the survivor. Life members shall enjoy all privileges including the right to vote and hold office of a regular or household membership. Any Life Members shall not be required to pay additional dues. However, the Board may from time to time adjust the cost of becoming a Life Member prospectively.
- g) Local Specialty Club: Open to all Boykin Spaniel Clubs holding licensed specialties or sanctioned matches approved by the American Kennel Club and holding a minimum of one such event every other calendar year. Local Specialty Clubs have no voting rights and cannot hold office.

**Section 2: Dues.** Each year, prior to the sending of renewal notices, membership dues shall be set by the Board of Directors for each type of membership. Dues are not to exceed the following amounts per membership type: Individual \$80.00; Household \$140.00; Associate \$50.00; Individual Lifetime \$1500.00; Household Lifetime \$2000.00; Junior \$25.00

Dues are payable on or before the first of January of each year. No member may vote or serve on the Board whose dues are not paid for the current year. During the last 90 days of the calendar year, the Treasurer, in coordination with the Secretary, shall send to each member a statement of his dues for the ensuing year.

Junior membership dues shall be no more than half of regular membership dues.

The one-time dues for life membership shall be set by the Board and shall not be less than ten (10) times the annual membership rate for the respective types of membership. Life membership shall be non-revocable and may not be subject to future up-charges.

Upon resignation of membership, or expulsion, no refund or prorated refund of dues will be paid. Dues paid after July 1<sup>st</sup> will be assessed at one-half of the yearly dues, and a full year's dues will be due in January for the next year. Those joining the Club in December who pay full annual dues are considered joining for the following year.

A differential in dues may be set for those choosing to receive printed publications. There may not be a differential in dues for those choosing not to receive notices nor to vote electronically.

**Section 3: Election to Membership.** Each applicant for membership shall apply on a form as approved by the Board of Directors. The form shall provide a means to indicate that the applicant agrees to abide by the Club's Constitution and Bylaws, the Club's Code of Ethics, and the rules of the American Kennel Club. As a minimum, the application shall state the name, mailing and email addresses, and may include other items such as interests, occupation, and the preferred method of receipt of Club communications. Regular, life, household, junior, and local specialty Club membership applications shall carry the endorsement of two members. Accompanying the application, the prospective member shall submit appropriate dues payment for the current year.

Applicants are elected by secret vote at any meeting of the Board of Directors, or by written or electronic vote of the Directors. Affirmative votes of 2/3 of the Directors present at a meeting of the Board of Directors or of 2/3 of the entire Board's recorded vote shall be required to elect an applicant. The outcome of membership votes, as well as the vote of individual Board members, shall be recorded in the minutes.

An application that has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next Annual Meeting of the Club and the Club members may elect such applicant by favorable vote of 75% of the membership present so long as there is provision for independent verification to ensure appropriate membership voting. A record of members voting must be maintained. Applicants denied membership by the Club at the Annual Meeting may apply again after twelve months from the date of the previous application.

**Section 4: Termination of Membership.** Memberships may be terminated:

- a) By resignation: Any member in good standing may resign from the Club upon written notice to the Secretary. No member may resign when in debt to the Club. Obligations, other than dues, are considered a debt to the Club and must be paid prior to resignation. Resigning members, including life members, shall forfeit all claims to paid dues.
- b) By lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club or Board of Directors meeting whose dues are unpaid.

- c) By expulsion: A membership may be terminated by expulsion as provided in Article VI of these Bylaws. Expelled members, including life members, shall forfeit all claims to paid dues.

## **ARTICLE II MEETINGS**

**Section 1: Annual Meeting.** The Annual Meeting of the Club shall be held in February, March, or April, as practical, and in conjunction with the national specialty, if possible. Written notice of the Annual Meeting shall be sent by the Secretary to each member at least 30 days prior to the meeting. The quorum for the Annual Meeting shall be 10% of the voting members in good standing, participating in the meeting.

**Section 2: Special Club Meetings.** 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 written or electronic means and shall be called by the Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such a meeting shall be held at such a place, date and hour designated by majority vote of a quorum of the Directors. Written notice of such meeting shall be sent by the Secretary at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting. No other Club business may be transacted. The quorum for such a meeting shall be 10% of all the members in good standing.

**Section 3: Board Meetings.** The first meeting of the Board shall be held immediately following the Annual Meeting and the election of new Directors and may follow an abbreviated agenda. Reauthorization of committees to include their membership shall be discussed and considered.

Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a simple majority vote of the Directors. Written notice of each such meeting shall be sent by the Secretary, or designee, to each Director at least 14 days prior to the date of the meeting. All Board meetings are closed to general membership.

**Section 4: Special Board Meetings.** Special Board meetings are to be scheduled in the same manner as regular Board meetings, except the notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted at the meeting. Provided that receipt of notice of the meeting can be confirmed, under exigent circumstances, special Board meetings may be scheduled with less than 14 days' notice.

**Section 5: Method of Business.** Club meetings are defined as gathering where attendees are participating in the same Club gathering event, for the purpose of conducting Club business.

Board meetings are defined as gatherings during which Board of Directors members are participating in the same Board of Directors gathering, for the purpose of conducting Club business. Video conference or teleconference participation by Board of Directors members is allowed for discussion and may be used for voting on Club business when logged into a participant tracking system. The quorum for a Board meeting shall be a simple majority of the Board.

Board business (voting) can be conducted at meetings or through mail, fax, e-mail, or teleconference roll call in accordance with South Carolina State Law. In order for business to be conducted by electronic means the following precautions must be in place:

- i) every Board member must have access to the means to participate;

- ii) a procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible Board members;
- iii) a mechanism must be in place to verify that the eligible Board members can hear;
- iv) all Board members must agree to participate in this manner; and
- v) a permanent record of the meeting can be retained.

**Section 6: Executive Session.** The Board is authorized to enter into Executive Session to address and discuss personnel matters, matters regarding membership discipline or expulsion, legal matters or receive legal advice, or to address other matters as from time to time the board deems it necessary. Any motion to enter executive session must be made on the record and the grounds stated for entering said session. Only those matters referenced in the motion to be addressed in executive session may be actually discussed. No vote on any matters other than to leave executive session shall be taken on the matter while in executive session.

### **ARTICLE III DIRECTORS, OFFICERS, AND DELEGATE**

There are fifteen members of the BSCBAA Board of Directors, and four Officers (also Board of Directors members).

**Section 1: Board of Directors.** The Board of Directors (Board) shall comprise fifteen (15) members in good standing, who are residents of the United States. Each Board member will serve one (1) three (3) year term. The Board terms will be staggered such that five (5) positions complete each year. Each Board member will be designated as a “class” member, identified by the year their term expires. After completion of one (1) three-year term, the member must sit out for one 1-year period (period between Annual Meetings) before being eligible to seek an additional Board term.

Board of Directors members shall be elected at the Club's Annual Meeting, as provided in Article IV, and shall serve until their term is complete and their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors. The Board may appoint advisors to assist the Officers with duties as determined by the Board. These advisors will not participate in the Board's executive session, unless by invitation. While participating in Board meetings, if not Board members, such advisors shall have no Board voting privileges.

**Section 2: Officers.** Chosen from among the fifteen Board of Directors members, the Club's Officers, consisting of the President, Vice-President, Secretary, and Treasurer, shall serve in their respective capacities with regard to the Club and its meetings. These Officers are elected from among the members of the incoming Board to their offices directly, by majority vote of the (remaining ten) current Board members and five newly elected Board members at the first Board meeting, which is held immediately after the conclusion of the Club's Annual Meeting. Officers shall serve in their capacity for one (1) year terms and may serve successive one-year terms if re-elected.

The Officers are responsible for execution of Club affairs as defined in these Bylaws and as directed by the Board of Directors.

- a) **President:** 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 these Bylaws. The President shall break tie votes at Board meetings. Except if serving as a

named member of the committee, the president may participate as a non-voting member of all Club committees.

- b) Vice-President: The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity. The Vice-President shall be responsible for audits and reviews. Except if serving as a named member of the committee, the Vice-President may participate as a non-voting member of all Club committees.
- c) Secretary: The Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken by mail or electronic means, and of all matters of which a record shall be ordered by the Club. The Secretary shall have charge of correspondence, notify members of meetings, notify new members of their election to membership and Directors of their election to office, keep a roll of the members of the Club with their addresses, which shall be sent to any member in good standing, upon written request, not more than once every Club year, and carry out such other duties as are prescribed in these Bylaws.
- d) Treasurer: The Treasurer shall collect and receive all moneys due or belonging to the Club. The Treasurer shall deposit the same in a bank approved by the Board, in the name of the Club. The financial books shall, at all times, be open to inspection by the Board. The Treasurer shall report at every meeting on the condition of the Club's finances and every item of receipt and payment not previously reported. At the Annual Meeting, the Treasurer shall render an account of all monies received and expended during the previous fiscal year and carry out such other duties as are prescribed in these Bylaws. The Treasurer shall be responsible for filing the annual tax return(s) for the fiscal year expiring during their term using a Board approved Certified Public Accountant. The Treasurer shall be bonded by the Club in such amount as the Board shall determine. The Treasurer shall prepare the yearly budget for Board approval. The Board shall approve a budget for the coming fiscal year prior to establishing a membership dues structure.

**Section 3: Vacancies.** As soon as practical, any vacancy occurring on the Board during the year shall be filled for the unexpired term by nominations from the Officers followed by a simple majority vote of all members of the Board that are present at its first quorum meeting following the creation of such vacancy. The office of President shall be filled automatically by the Vice-President. Other Officer vacancies shall be filled the same as other Board vacancies. Should two (2) or more years remain on the unexpired term, member shall be treated as if he/she had served a full term; therefore, he/she will not be eligible for election to the Board, until sitting off for one (1) year.

**Section 4: Removal.** Any Board member may be removed for just cause, in accordance with South Carolina state law, upon affirmative vote of a majority of all members of the Board. Cause shall be presumed to exist if a Board member has failed to be in attendance without explanation at more than fifty (50) percent of the meetings of the Board of Directors held during any continuous twelve (12) month period and duly called in accordance with Article II, Section 3 or 4. Suspended members may not serve on the Board during their suspension, but may return to their position if their term in the position has not expired and another action has not removed them from the position. Removed Board members and Officers shall be replaced in accordance with these Bylaws, Article III, Section 3.

**Section 5: Delegate.** The Board shall be responsible for selecting the Delegate to the American Kennel Club, who shall be a Club member in good standing. The delegate shall be responsible for representing the Club's interests to the American Kennel Club at their delegate meetings, keeping the Board and Club informed of emerging

American Kennel Club affairs and seeking guidance in all matters on which they vote on behalf of the Club. The delegate is expected to submit a report following each delegate meeting they attend. The delegate shall be reaffirmed, or reappointed, yearly by each incoming Board of Directors.]

**Section 6: Past Presidents Council.** BSCBAA past presidents in good standing beginning with the year 2010 shall be members of the Past Presidents Council, which shall serve as advisory and as a resource to the BSCBAA President, Board of Directors and Committees on matters and issues concerning the BSCBAA and assist with special projects when needed and as directed by the President. A number if not all of Past Presidents remain active in Boykin Spaniels and continue to be engaged in the activities of the BSCBAA. This wealth of knowledge and experience in leading the BSCBAA is extremely valuable to the Board of Directors and BSCBAA Officers. Particularly, Past Presidents may provide guidance where precedent, rationale and intent of previous actions, and lessons learned from past events are important considerations in the decision-making process for current issues. The Council may perform studies, inquiries, or other actions, either self-initiated or at the request of the President or the Board.

- A. The Immediate Past President shall serve as Chair of the Past Presidents' Council.
- B. The Past Presidents Council shall meet no less than once a year, either by conference call or in person at the Annual Meeting.

#### **ARTICLE IV**

#### **THE CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS**

**Section 1: Club Year.** The Club's fiscal year shall begin on January 1st and end on December 31st. The Club's official year shall begin immediately at the conclusion of the Annual Meeting and shall continue through the conclusion of the next Annual Meeting. The elected Officers and Directors shall take office immediately upon the conclusion of the Annual Meeting. Each retiring Officer shall turn over to his successor in office, all properties and records relating to that office, within 30 days.

**Section 2: Voting.** Individual memberships are entitled to one (1) vote and household memberships are entitled two (2) votes.

The Club may conduct elections, vote on breed standard revisions, bylaw amendments, and any other specific questions as specified by the Board of Directors, via manual, or electronic balloting or other means allowed by South Carolina state law. Electronic balloting must be conducted by an independent organization that specializes in electronic balloting. Each member must sign a written authorization agreeing to electronic balloting, which is revocable, which releases the Club from any liability should be ballot be received late or not received by the member, due to circumstances beyond the Club's control. Members not providing written authorization to participate in electronic balloting, will continue to receive all materials via USPS.

At the Annual Meeting or at a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting or are participating by means of electronic balloting. A quorum of members shall consist of those members present at the Annual Meeting or participating by electronic balloting. A simple majority vote of the quorum shall suffice to pass any votes unless otherwise set forth herein. Except for the annual election of Directors, amendments to the Constitution and Bylaws, and the standard of the breed, voting shall be decided by written ballot cast by mail or in accordance with American Kennel Club's procedure on Electronic Balloting for American Kennel Club Parent Clubs. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail

or in accordance with American Kennel Club's procedure on Electronic Balloting for American Kennel Club Parent Clubs.

**Section 3: Annual Election.** If needed (see Article IV, Section 4(d)), the annual vote for the election of Directors shall be conducted by secret ballot using two methods: Mailed or electronic balloting.

- a) Mailed Balloting: Ballots shall be mailed by the Secretary 30 or more days prior to their being due back to the Secretary or an independent professional firm designated by the Board. The due date shall be at least 10 days prior to the Annual Meeting. Ballots shall be counted before the meeting by three inspectors of election who are members in good standing, and neither members of the current Board, nor candidates on the ballot chosen in advance by the Board, or by the independent professional firm. The inspector(s) of elections' vote count shall remain secret until revealed at the Annual Meeting.
- b) Electronic Balloting: Electronic Balloting shall be done in accordance with American Kennel Club's procedure on Electronic Balloting for American Kennel Club Parent Clubs.
- c) Combined Balloting: In cases where electronic balloting is used, those choosing not to receive Club correspondence electronically, shall be sent mailed ballots, which will be properly counted and tallied along with the electronic votes by the inspector(s) of elections.

Candidates receiving the most votes shall be declared elected at the Annual Meeting. Ties shall be broken by a majority vote of the current Board. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board in the manner provided by Article III, Section 3.

**Section 4: Nominations and Ballots.** No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws.

The Board of Directors shall choose a date for the upcoming Club Annual Meeting on or before the September Board of Directors meeting. A Nominating Committee shall be chosen by the Board of Directors on or before the September Board of Directors meeting. The committee shall consist of three members, preferably from three different areas of the U.S.A., and two alternates, all members in good standing, no more than one of whom may be a member of the current Board of Directors. The Board shall name a chairman for the committee. The Nominating Committee may conduct its business by mail, fax, email, teleconference, or electronic means, as agreeable to all committee members, and a permanent record of committee activity will be kept.

- a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each opening on the Board of Directors and shall procure the acceptance and a resume from each nominee so chosen. The committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The committee shall mail or email its slate of candidates, with their resumes, to the Secretary who shall mail or email the full name of each candidate, the name of the state in which they reside, and a copy of their resume, to each member, on or before the December Board of Directors Meeting. Additionally, this information may be included in the newsletter published prior to the upcoming Annual Meeting.
- b) Additional nominations of eligible members may be made by written petition signed by five (5) members, addressed to the Secretary, and received at the Club's Post Office box on or before 30 days after membership notification of the slate of Directors. Additional nominations must be accompanied by the written acceptance of the additional nominee signifying his/her willingness to be a candidate and including a resume for submission with the ballot.

- c) If no valid additional nominees are received by the Secretary on or before 30 days after membership notification of the slate of Directors, the nominating committee's slate shall be declared elected at the time of the Annual Meeting and no balloting will be required.
- d) If one or more additional nominations are received by the Secretary on or before 30 days after membership notification of the slate of Directors, the Secretary shall send to each member in good standing a ballot listing all of the nominees in alphabetical order, with the names of the states in which they reside, and a short self-written resume of their qualifications, together with a blank envelope and a return envelope addressed to the Secretary marked "ballot" and bearing the name of the member to whom it was sent. Candidates will all be running against each other, and voters will have as many votes as there are Board vacancies being filled. So that the ballots may remain secret, each voter, after marking his/her ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Secretary. The inspector(s) of election shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes and shall certify the eligibility of the voters as well as the results of the voting which shall be announced at the Annual Meeting. Ballots shall be sent such that voters have 30 days to vote, and the inspector(s) of elections have 10 days prior to the Annual Meeting to count votes. (See Article IV, Section 3.) Alternatively, or in combination, voting in accordance with American Kennel Club's procedure on Electronic Balloting for American Kennel Club Parent Clubs may be used.
- e) Nominations cannot be made at the Annual Meeting or in any other manner than as provided above.
- f) In the election process, should any prescribed date fail to be met, the Board may revise the dates such that the required period between the defined events is allowed for members to respond. If the notice is sent out a number of days late, then the entire process should also be delayed by the same requisite number of days in order to complete the process. A notice to all Club members of the error should be sent *in addition* to an advisory posted on the front page of the Club's website and newsletter.

## ARTICLE V COMMITTEES

**Section 1: Definition and Authority:** The Board may each year appoint standing committees to advance the work of the Club in such matters as field trials, dog shows, obedience trials, trophies, annual prizes, membership, health and genetics, rescue, and other areas which may well be served by a committee. Such committees shall always be subject to the final authority of the Board to aid it on particular projects. All Committees shall be reviewed for necessity annually. Committees are empowered and operate as outlined in charters approved by the Board of Directors.

**Section 2: Committee Membership:** The President recommends committee chairs. The committee chair should recommend committee membership, and the Board may recommend additional committee members. The Board shall be aware of all committee appointments. All committee appointments shall be reviewed and reappointed annually. Committee appointments lapse with Club membership and voting privileges. Any committee appointment may be terminated by a majority vote of the Board, upon written notice to the appointee. The Board may appoint successors to those persons whose service has been terminated.

**Section 3: Standing Committees:** Four Standing Committees are maintained by the Club:

- Nominating Committee – to allow for regular interaction on future members of the Board Of Directors.
- Audit Committee – to ensure constant ability to monitor Club business
- Past President's Council. – to maintain an atmosphere of continuous information and past precedents for the benefit of the Board of Directors.
- Legal and Governance Committee - oversees club adherence to constitution and by-laws, AKC and state guidelines and binding legal agreements.

## **ARTICLE VI DISCIPLINE**

**Section 1: American Kennel Club Suspension.** Any member who is suspended from any of the 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 \$ 50.00, 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 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 own defense and bring witnesses if he 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 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 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 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 VII AMENDMENTS

**Section 1: Amendment Proposal.** Amendments to the Constitution, the Breed Standard, and the Bylaws, may be proposed by the Board of Directors or by written petition addressed to the Secretary, signed by 20 percent of the members 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 months of the date when the petition was received by the Secretary.

**Section 2: Amendment Voting.** The Constitution, the Breed Standard, or the Bylaws may be amended at any time, provided a copy of the proposed amendment has been mailed, or sent in accordance with American Kennel Club's procedure on Electronic Balloting for American Kennel Club Parent Clubs, by the Secretary to each member in good standing on the date of the distribution, accompanied by a ballot on which he may indicate his choice for or against the action to be taken. Dual-envelope procedures described in Article IV, Section 4, e) shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the distribution by which the ballots must be returned to the Secretary to be counted. The favorable vote of two thirds (2/3) of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment. Alternatively, or in combination, voting in accordance with American Kennel Club's procedure on Electronic Balloting for American Kennel Club Parent Clubs may be used.

**Section 3: AKC Approval.** No amendment to the Constitution or the Bylaws that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.]

## ARTICLE VIII CLUB MAIL AND CHANGE OF ADDRESS

**Section 1: Club Mail and Communication.** All Club notifications shall be sent out as described below, unless otherwise stated herein.

Club communications, designated as "written," or "in writing," may be delivered by USPS postal mail, or by email, or by any other means as designated by the Board of Directors and in accordance with state law.

Unless specifically requested to be provided in hardcopy (paper), Club correspondence (to include, but not limited to dues notices, minutes, and newsletters) will be delivered via email or other acceptable electronic means as agreed upon by the board and specific member. Each member's preference of method for receiving communications is designated on their membership application. Requests to change the method of correspondence delivery must be made to the Club Secretary in writing and be approved by the Board.

**Section 2: Change of Address.** It shall be the sole responsibility of the member to provide the Club with any address change including electronic addresses. All address changes, including electronic address changes, must be submitted to the Club Secretary to ensure receipt of Club communications.

**Section 3: Club Address.** The Club shall maintain a Post Office box as the official mailing address for the Club. The Club shall ensure retention of an internet website and email address on behalf of the Club to conduct business. The website will be maintained by the Communication committee.

## **ARTICLE IX DISSOLUTION**

**Section 1:** The Club may be dissolved at any time by the written consent of not less than two thirds (2/3) of the members in good standing. In the event of dissolution of the Club, other than for the purpose 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 the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by majority vote of the Board of Directors.

## **ARTICLE X ORDER OF BUSINESS**

**Section 1: Club Meetings.** At meetings of the Club, the business, so far as the character and nature of the meeting may permit, will include as follows:

- Roll call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of delegate
- Reports of committees
- Unfinished business
- New business (includes membership decision challenges and hearings)
- Election of Board (at Annual Meeting)
- Adjournment

**Section 2: Board Meetings.** At meetings of the Board, the business, unless otherwise directed by majority vote of those present, will include:

- Reports of committees
- Minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Report of delegate
- Unfinished business
- Election of new members
- New business
- Adjournment

## **ARTICLE XI PARLIMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any other special rules of order the Club may adopt or the laws of the state of incorporation.