

The Constitution and Bylaws of the Spinone Club of America

CONSTITUTION

ARTICLE 1

Name and Objectives

SECTION 1. The name of the Club shall be the SPINONE CLUB OF AMERICA, INC.

SECTION 2. The objectives of the Club shall be:

- (a) to encourage and promote quality in the breeding of pure-bred Spinone and to do all that is possible to bring their natural qualities to perfection;
- (b) to encourage the organization of independent local Spinone 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 Spinone shall be judged;
- (d) to do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike competition at dog shows, obedience trials, agility trials, tracking tests, hunting tests and field trials;
- (e) to conduct sanctioned matches, specialty shows, obedience trials, agility trials, tracking tests, hunting tests and field trials under the Rules and Regulations of The American Kennel Club.

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 may be required to carry out these objectives.

BY-LAWS

ARTICLE I

Membership

SECTION 1. Eligibility. There shall be five types of membership open to persons who are in good standing with the American Kennel Club and The Spinone Club of America who subscribe to the purposes of this Club.

(a) Regular membership

Open to persons 18 years of age and older. Regular membership enjoys all privileges of the club including the right to vote and hold office.

(b) Household membership

Open to two persons 18 years of age and older who reside in the same household, each enjoying all the privileges of the club, including each having one vote. Only one household member may hold office at a time.

The Constitution and Bylaws of the Spinone Club of America

(c) Junior membership

Open to persons 9-17 years of age. Junior members cannot vote or hold office. A junior member may convert to regular or household membership upon reaching their 18th birthday and their full payment of dues.

(d) Honorary Membership

Open to those individuals whom the Board of Directors, by a majority vote, have decided to honor with this level of membership. Honorary members can not vote or hold office. Honorary members can retain their regular/household membership with all the privileges of their membership by keeping their dues current.

(e) Foreign membership

Open to persons who are not residents of the United States (or its territories and possessions). They shall be entitled to all club privileges except voting and office holding.

SECTION 2. Dues. Membership dues for each type of membership shall be established by a majority vote of the members present at the annual meeting for the ensuing year. Dues are payable on or before the thirty-first day of January of each year. Dues not paid by March 1 will be considered lapsed.

Members joining after December 1st of any year and paying dues shall be credited as having paid dues for the following fiscal year. During the month of December, the membership secretary shall send a statement to each member of his dues for the ensuing year. No member whose dues are not paid for the current year may vote, run for office or nominate any person for office.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these constitution and by-laws and the rules of the Spinone Club of America and the American Kennel Club. The application shall state the name and address of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

Applicants may be elected by secret ballot at any meeting of the Board of Directors or by secret vote of the Directors by mail e-mail, video conference, or conference call. Affirmative votes of 2/3 of the Directors present at a meeting of the Board or of 2/3 of the entire Board voting by mail, e-mail, video conference, or conference call shall be required to elect an applicant.

An application which has received a negative vote by the Board may be presented by the applicant's endorsers at the next annual meeting of the Club and the members may elect such application by secret ballot and a favorable vote of 75% of the members present.

SECTION 4. Termination of membership. Membership may be terminated:

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

(b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the due date of January 31; however, the Board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote, run for office or nominate any person for office whose dues are not paid for the current year.

The Constitution and Bylaws of the Spinone Club of America

Members who have been automatically terminated will have to rejoin the club to retain membership privileges.

(c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws

ARTICLE II

Meetings

SECTION 1

(a) Annual Meeting. The annual meeting of the Club shall be held from March 15 to June 15, in conjunction with the Club's Specialty show if possible at a place, date, and hour designated by the Board of Directors. Written notice of the annual meeting shall be mailed to each member at least 30 days prior to the date of the meeting. The club may send club notices to members via email provided that the member has authorized this method of communication. The member may revoke authorization at any time by written request to the SCOA club Secretary. Members not authorizing email notification shall receive club notices by postal mail. The quorum for the annual meeting shall be 10% of the members in good standing. (b) The annual meeting for SCOA consists of required (unless canceled due to extreme weather conditions), recommended and optional elements. These are as follows:

Required: 1) A membership meeting 2) An AKC conformation show 3) An AKC obedience trial 4) A NAVHDA hunt test (Must include all levels) 5) An AKC hunt test (must include all levels) 6) President's address and awards presentation 7) Auction or another fund raising activity 8) Board meeting 9) Judges Seminars.

Recommended: 1) Agility trial (demonstration) 2) Tracking test (demonstration) 3) CGC/Therapy Dog test 5) Educational seminars 6) question and answers with the board.

Optional: 1) Health Clinics 2) Microchip clinic 3) Spinone Olympics 4) Rescue parade.

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 mail; and shall be called by the Secretary upon receipt of a petition signed by 15% of the Club members who are in good standing. Such meeting shall be held at such place, date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary at least 15 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other club business may be transacted. The quorum for such a meeting shall be 15% of the members in good standing.

SECTION 3. Board Meetings are defined as gatherings where attendees see and/or hear each other. This includes meeting (in person) "physically" in the same room or by conducting a meeting by video conference or teleconference. The first meeting of the Board shall be held immediately following the election. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or a majority vote of the entire Board. Written notice of each such other meeting shall be mailed by the Secretary to each member of the Board at least 15 days prior to the meeting. The quorum for a Board Meeting shall be a majority of the Board.

SECTION 4. The Board of Directors may conduct its business by mail through the secretary, e-mail, fax or telephone conference call, provided it does not conflict with any other provisions of these bylaws. The means of communications must be available and agreed upon by all Board of Directors members. For e-mail communications there must be a procedure to ensure that all individuals participating are eligible board members and a mechanism to verify that the eligible board members are participating.

The Constitution and Bylaws of the Spinone Club of America

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the Officers and three other persons, all of whom shall be members in good standing who are residents of the United States. Each shall be elected for a two-year term and shall serve until their successors are elected. In order to maintain continuity on the Board of Directors, the President, Treasurer, and one Director shall be elected in odd numbered years; the Vice President, Secretary, and two Directors shall be elected in even numbered years. No Officer or Member of the Board of Directors may serve for more than three (3) consecutive elected terms. Upon completion of three (3) consecutive elected terms (a total of 6 consecutive years in elected office) in any position, a minimum period of one (1) calendar year must elapse prior to that member standing for reelection or re-appointment to any position. General management of the club's affairs shall be entrusted to the Board of Directors. No member shall be eligible to be elected to an office or to the Board of Directors who shall not have been a member in good standing with the Club for a period of four years preceding such election.

SECTION 2. Officers. The Club's officers, consisting of the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

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

(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 votes taken by mail, and of all matters of which a record shall be ordered by the Club; have charge of the correspondence, notify members of meetings, notify officers and Directors of their election to office, keep a roll of the members of the Club with their addresses and carry out such other duties as are prescribed in these bylaws.

(d) A membership Secretary shall be appointed by a majority of the Board and have charge of all correspondence in regard to membership, notify new members of their election to membership, and keep a record of all current paid up members. The Membership Secretary is a non-voting member of the Board of Directors.

(e) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank approved by the Board, in the name of the Club. The books shall at all times be open to inspection of the Board and a report shall be given at every meeting of the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all money received and expended during the previous fiscal year. The Treasurer shall have the authority to issue payment for Club expenses of up to \$250.00. Amounts in excess of this amount must be submitted to the Board for approval prior to payment.

(f) AKC Delegate. This is a board appointed position for a term of 4 years. Among other duties, the Delegate shall report to the Club all actions and matters discussed at the AKC's Quarterly Meetings.

SECTION 3. Surety Bond. Any officer, director or Club member handling Club funds shall, if required by the Board of Directors, furnish surety bond, with approved sureties, in such amount as may be determined by the Board of Directors. The expense shall be born by the Club.

The Constitution and Bylaws of the Spinone Club of America

SECTION 4. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all the members of the Board; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board.

ARTICLE IV

The Club Year, Voting, Nominations, Elections

SECTION 1. The Club's fiscal year shall begin on February 1 and shall continue through January 31 of the following year.

Club Year. The Club's official year shall begin on the 1st day of May and end on the 30th day of April. The elected officers and directors shall take office on the first day of May following the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

SECTION 2. Voting. 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, except for the election of Officers and Directors and amendments to the constitution, bylaws and the standard for the breed which shall be decided by written ballot cast by mail. 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.

SECTION 3. Elections. The election of Officers and Directors shall be conducted by secret ballot.

Ballots to be valid must be postmarked by April 15th. Ballots shall be counted by an independent professional firm hired to send, receive and count the ballots.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. In the event of a tie vote, the members present at the meeting shall by vote decide between those tied. 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 of Directors 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 a member in good standing for four continuous years and has not been nominated in accordance with these bylaws. A Nominating Committee shall be chosen by the Board of Directors in November. The Committee shall consist of three members from different areas of the USA 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 Nominating Committee may conduct its business by mail.

(a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each position on the Board of Directors and shall procure the acceptance of 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 then submit its slate of candidates to the Secretary who shall mail the list, including the full name of each candidate and the name of the State in which he resides to each member of the Club on or before January 1 prior to the election so that additional nominations may be made by the membership if they so desire.

The Constitution and Bylaws of the Spinone Club of America

(b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and postmarked no later than February 1 and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one position.

(c) If no valid additional nominations are postmarked on or before February 1 the Nominating Committee's slate shall be declared elected and no balloting will be required.

(d) If one or more valid additional nominations are postmarked on or before February 1, an independent professional firm designated by the Board shall, on or before March 15 mail to each eligible member in good standing whose dues are paid for the current year, a ballot listing all of the nominees for each position in alphabetical order, with the states in which they reside, together with a blank envelope and a return envelope addressed to the designated professional firm marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the designated professional firm and post marked no later than April 15. The designated professional firm 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 by May 1.

(e) Nominations cannot be made at the annual meeting or in any manner other than as provided above.

ARTICLE V

Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, field trials, obedience trials, trophies, annual prizes, membership 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 vote 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 VI

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. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting, 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 or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the club or the breed it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board or a Committee of not less than three members of the Board, not less than 3 weeks nor more

The Constitution and Bylaws of the Spinone Club of America

than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified 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 or Committee 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 or Committee 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 or until the next Annual Meeting if that will occur after six months. 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 fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty if any.

SECTION 4. Expulsion. Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing on his or her own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations and shall invite the defendant, if present, to speak on their own behalf.

The meeting shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

ARTICLE VII

Amendments

SECTION 1. Amendments to the constitution and bylaws and to the Standard for the breed 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 months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and bylaws or the Standard for the breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the date of the mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual envelope procedures described in Article IV Section 4 (d) shall be followed in handling such ballots to ensure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date postmarked by which date the ballots must be returned to the Secretary to be counted. The favorable secret vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

SECTION 3. No amendment to the constitution and bylaws (or to the standard for the breed) that is adopted by the club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

The Constitution and Bylaws of the Spinone Club of America

ARTICLE VIII

Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. 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 the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX

Order of Business

SECTION 1. At meetings of the Club, the order of business, so far as 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
- Reports of Committees
- Election of Officers and Board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

SECTION 2 At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- Election of new members
- New Business
- Adjournment

ARTICLE X

Parliamentary Authority

SECTION 1. 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.