

MID ATLANTIC FIELD SPANIEL CLUB (MAFSC) CONSTITUTION

ARTICLE I - Name and Objectives

SECTION 1. Name. The name of the club shall be the Mid Atlantic Field Spaniel Club, Incorporated. Hereafter referred to as the MAFSC.

SECTION 2. Objectives. The objectives of the MAFSC shall be to:

- a) Encourage and promote quality in the breeding of purebred Field Spaniels and to do all possible to bring their natural qualities to perfection;
- b) Urge members to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Field Spaniels shall be judged;
- c) Encourage Juniors to take an active role in the care and training of Field Spaniels, and to help promote juniors in becoming responsible citizens within their communities;
- d) Do all in its power to protect and advance the interest of the breed and to encourage an atmosphere of sportsmanlike competition at dogs shows, obedience trials and other performance events; and
- e) Conduct sanctioned matches and licensed specialty shows, obedience trials and other performance events under the rules and regulations of the American Kennel Club.

SECTION 3. Status. The MAFSC shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the MAFSC shall inure to the benefit of any member or individual.

SECTION 4. Revisions. The members of the MAFSC shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

MID ATLANTIC FIELD SPANIEL CLUB (MAFSC) BYLAWS

ARTICLE I: Membership

SECTION 1. Eligibility. There shall be five types of membership, four of which are open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this MAFSC:

- a) **INDIVIDUAL** membership. Open to persons eighteen years of age and older who enjoy all the privileges of the MAFSC, including the right to vote and hold office.
- b) **HOUSEHOLD** membership. Open to two persons eighteen years of age and older who reside in the same household. Each member is entitled to a vote and to hold office.
- c) **ASSOCIATE INDIVIDUAL** membership. Open to persons eighteen years of age and older who reside outside of the club's area. Associate members are entitled to all club privileges except holding office and voting.
- d) **ASSOCIATE HOUSEHOLD** membership. Open to two persons eighteen years of age and older who reside in the same household outside of the club's area. Associate members are entitled to all club privileges except holding office and voting.
- e) **JUNIOR** membership. Open to persons 10 through 17 years of age. Junior members cannot vote or hold office. A junior member can convert to individual or household membership upon reaching their 18th birthday.

SECTION 2. Dues. Membership dues shall be determined by the Board of Directors, but shall not exceed \$150 per year for Individual memberships, \$200 per year for Household memberships, \$75 per year for Associate individual memberships, \$100 per year for Associate household memberships, and \$50 per year for Junior memberships, payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November the Treasurer shall send to each member a statement of dues for the ensuing year.

- a) Dues for members voted into membership between June 30 and before October 31 shall be ½ of the regular annual dues.
- b) For members voted into membership after October 31, full dues will be paid and applied as payment of the following club year dues.

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 the constitution, bylaws, code of ethics of the MAFSC and the rules of The American Kennel Club. The application shall state the name, address, occupation and shall include the phone number and, if available, email address of the applicant and it shall carry the endorsement of two members in good standing not residing in the same household. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the Secretary and each application is to be read at the first meeting of the MAFSC following its receipt. At the next MAFSC meeting the application will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the MAFSC may not reapply within 1 year after such rejection.

SECTION 4. Termination of Membership. Memberships may be terminated by:

- a) Resignation. Any member in good standing may resign from the MAFSC upon written notice to the Secretary, but no member may resign when in debt to the MAFSC. Obligations other than dues are considered a debt to the MAFSC and must be paid in full prior to resignation.
- b) Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after February 15th of the year; however, the Board may grant an additional grace period of up to 60 days for delinquent members in meritorious cases. In no case may a person be entitled to vote at any MAFSC 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 VI of these bylaws.

ARTICLE II: Meetings and Voting

SECTION 1. Club Meetings. Meetings of the MAFSC shall be held six times per year within the greater Baltimore, Maryland area, at such hour and place as may be designated by the Board of Directors.

Written notice of each such meeting shall be sent by the Secretary at least ten days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the voting members in good standing.

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 and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon receipt of a petition signed by five members of the MAFSC who are in good standing. Such special meetings shall be held within the club's territory at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent by the Secretary at least ten days prior to the date of the meeting, and said notice shall state the purpose of the meeting and no other MAFSC business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the voting members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held six times per year within the greater Baltimore, Maryland area, at such hour and place as may be designated by the Board. Board Meetings may be held by teleconference or videoconference. Written notice of each such meeting shall be sent by the Secretary at least ten days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. Special Board Meetings. Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held within the greater Baltimore, Maryland area, at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Special Board Meetings may be held by teleconference or videoconference. Written notice of such meeting shall be sent by the Secretary at least five days and not more than ten days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

SECTION 5. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the MAFSC at which they are present. Proxy voting will not be permitted at any MAFSC meeting or election.

SECTION 6. Notification. Notification of Board and Club meetings, dues notices, minutes, and newsletters may be sent via email to members who have signed an authorization agreeing to this method of communication. The authorization is revocable at any time by notice to the Secretary.

ARTICLE III: Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the officers and no less than three and no more than seven other persons, all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the MAFSC's annual meeting as provided in Article IV. General management of the Club's affairs shall be entrusted to the Board of Directors.

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

a) The President shall preside at all meetings of the MAFSC 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 MAFSC and of the Board and of all matters of which a record shall be ordered by the MAFSC; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the MAFSC with their addresses, and carry out such other duties as are prescribed in these bylaws.

d) The Treasurer shall collect and receive all moneys due or belonging to the MAFSC. Moneys shall be deposited in a bank designated by the Board, in the name of the MAFSC. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the

MAFSC's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

e) The offices of Secretary and Treasurer may not be held by the same person.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, 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, Annual Meeting, Elections

SECTION 1. Club Year. The MAFSC's fiscal and official year shall begin on the first day of January and end on the last day of December.

SECTION 2. Annual Meeting. The annual meeting shall be held in November of each year. At this meeting, officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office on the following January 1st and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected.

SECTION 4. Nominations. No person may be a candidate in a MAFSC election who has not been nominated. During the month of July, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall notify the committee members and alternates of their selection by August 1st. The Board shall name a chair for the committee and it shall be such person's duty to call a committee meeting during the month of August.

a) The committee shall nominate one candidate for each office on the Board and, after securing the consent of each person so nominated, shall report their nominations to the Secretary in writing no later than September 1st.

b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least ten days before the September general membership meeting, notify each member in writing of the candidates so nominated.

c) Additional nominations of eligible members may be made at the September general membership by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. 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 as provided in this Section.

ARTICLE V: Committees

SECTION 1. Standing Committees. The Board may each year appoint standing committees to advance the work of the MAFSC in such matters as dog shows, 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. Terminating Committee Appointments. 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 services have been terminated.

ARTICLE VI: Discipline

SECTION 1. American Kennel Club Suspension. Any member who is suspended from all the privileges of The American Kennel Club automatically shall be suspended from the privileges of the MAFSC for a like period.

SECTION 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the MAFSC. Written charges with specifications must be filed in

duplicate with the Secretary together with a deposit of \$50, 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 MAFSC. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the MAFSC, 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 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 MAFSC 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 MAFSC 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 MAFSC may be accomplished only at a meeting of the MAFSC following a Board hearing and upon the Board's recommendation as provided in Section 4 of this Article. Such proceedings may occur at a regular or special meeting of the MAFSC to be held within 90 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. Proposing Amendments. Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. Approving Amendments. The constitution and bylaws may be amended by a secret affirmative vote of 2/3 the members present and voting 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 two weeks prior to the date of the meeting.

ARTICLE VIII: Dissolution

SECTION 1. Dissolution. The MAFSC 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 MAFSC other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the MAFSC nor any proceeds thereof nor any assets of the MAFSC shall be distributed to any members of the MAFSC, but after payment of the debts of the MAFSC 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. Club Meeting Order of Business. At meetings of the MAFSC, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Roll Call

Minutes of 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. Board Meeting Order of Business. 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
New business
Adjournment

ARTICLE X: Parliamentary Authority

SECTION 1. Parliamentary Authority. The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the MAFSC 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 MAFSC may adopt.

Date Approved: 9/26/10

Date Amended: 7/9/11