Cavalier King Charles Spaniel Club of Southern New England

Constitution and By-Laws

Constitution

These bylaws are subject to and governed by the State of Connecticut Not-for-Profit Unincorporated Association Law and this Constitution of the Cavalier King Charles Spaniel Club of Southern New England. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the State of Connecticut Laws, the State of Connecticut Not-for-Profit Unincorporated Association Act will be controlling.

Article 1: Name and Objectives

Section 1. The name of the Club shall be the CAVALIER KING CHARLES SPANIEL CLUB OF SOUTHERN NEW ENGLAND.

Section 2. The Objectives of the Club shall be:

a. To encourage and promote quality in the breeding of pure-bred Cavalier King Charles Spaniels and 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 the Cavalier King Charles Spaniel shall be judged.
c. to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at sanctioned matches, dog shows, performance trials, agility trials, and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.
d. to conduct sanctioned matches, specialty shows, performance trials, agility trials, and any other event for which the club is eligible 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 the net earnings of the Club shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of purposes set forth in the Constitution or in Article I of the bylaws.

Section 4. The Members of the Club shall adopt and may, from to time, revise such bylaws as may be required to carry out these objectives.

Bylaws

Article I: Membership

Section 1. Eligibility. There shall be two types of membership, Regular Membership and Junior Membership, open to persons who are in good standing with the American Kennel Club and who subscribe to the objectives of this club. All applicants for membership must complete the application process as stated in Section 3.

a. Regular Membership - open to persons aged 18 years or older who are residents of the United States, in good standing with the American Kennel Club, and who subscribe to the objectives of this club. Regular Members shall be entitled to all rights and privileges, including voting privileges of the club and office holding.
b. Junior Membership - is open to children between 9 and 17 years of age who are interested in the Cavalier King Charles Spaniel, who are in good standing with the American Kennel Club, and who subscribe to the objectives of this club. There shall be no membership dues for Junior Members. Junior Members shall not be permitted to vote, hold office or be counted in a quorum. Junior Membership shall convert to Regular Membership at age 18. At that time, all provisions of Regular Membership shall apply.

While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

Section 2. Dues. Membership dues shall not exceed $60.00 per year plus applicable bank fees when paid online, 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.

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 club's constitution and bylaws and the rules of the American Kennel Club, and further acknowledges that the applicant has read and understood the CSNE Ethical Guidelines. The application shall state the name, address and occupation 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. New member dues received during the months of October, November and December will be considered paid in full for the following fiscal year.

Prior to applying for membership, applicants must have attended at least two regular membership meetings in order to apply for membership. These two meetings can be in-person or teleconference or videoconference regular membership meetings. (A "regular membership meeting" is defined as a regularly scheduled monthly meeting, not an abbreviated event-associated informational meeting such as those held at matches, specialty dinners, picnics or holiday parties.)

All applications are to be filed with the Membership Chair 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 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant. The Membership Chair shall notify new members of their election to membership.

Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

Section 5. 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 Corresponding 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 60 days after the first day of the fiscal year; however, the board may grant an additional 30 days of 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) by 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 club shall be held each month within the greater Southbridge, MA area, or via teleconference or videoconference, at such hour and place as may be designated by the board of directors. Notice of each such meeting shall be emailed or mailed by the Corresponding Secretary or Recording Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the 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 Corresponding Secretary or Recording Secretary upon receipt of a petition signed by five members of the club who are in good standing. Such special meetings shall be held within the greater Southbridge, MA area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Special meetings may also be held via teleconference or videoconference. Notice of such a meeting shall be emailed or mailed by the Corresponding Secretary or Recording Secretary at least five days and not more

than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing.

Section 3. Board Meetings. Meetings of the board of directors shall be held at least 6 times per year in the greater Southbridge, MA area, or via teleconference or videoconference. Notice of each such meeting shall be emailed or mailed by the Corresponding Secretary or Recording Secretary at least five 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 Corresponding Secretary or Recording 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 Southbridge, MA area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Special meetings may also be held via teleconference or videoconference. Notice of such meeting shall be emailed or mailed by the Corresponding Secretary or Recording Secretary at least five days and not more than 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 thereat. The club may send board members notification of board meetings via email or mail. 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 teleconference, videoconference, or in-person meeting of the club at which she or he is present. Proxy voting will not be permitted at any club meeting or election.

Article III: Directors and Officers

Section 1. Board of Directors. The board shall be comprised of the officers and four other persons, all of whom shall be elected for one-year terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the board of directors.

Members of the same household may not hold positions as officers and/or board members at the same time.

Candidates for Director must have been members in good standing for a minimum of two years.

Any board member that misses more than two consecutive board meetings per calendar year must request permission by board majority vote to be excused for any and up to two more additional board meetings due to medical illness or personal leave of absence from their position. Any board member who misses more than two consecutive board meetings without contacting or notifying in writing the President or Secretary of reason for absence, will have their position considered vacant and the board shall fill that position for the remaining length of term.

Section 2. Officers. The club's officers, consisting of the President, Vice President, Corresponding Secretary, Recording 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. Candidates for President must have previously served as a Vice President, Director, Secretary, or Treasurer.

(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. Candidates for Vice President must have previously served as a Director, Secretary or Treasurer.

(c) The Recording Secretary shall keep a record of all meetings of the club and of the board of directors and of all matters of which a record shall be ordered by the club and send out the membership and board meeting minutes in a timely fashion. The Recording Secretary may also notify members of meetings. The Recording Secretary

shall assume the duties of the Corresponding Secretary in case of the Corresponding Secretary's absence, incapacity or death.

(d) The Corresponding Secretary shall 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, send out newsletters, and carry out such other duties as are prescribed in these bylaws. The Corresponding Secretary shall assume the duties of the Recording Secretary in case of the Recording Secretary's absence, incapacity or death.

(e) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The books shall at all times be open to inspection by the board and a report shall be provided to the board at least 5 days prior to every membership meeting on 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 moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the board of directors shall determine.

Section 3. 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 then members of the board at its first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose; 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 club's fiscal year shall begin on the first day of January and end on the last day of December.
The club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

Section 2. Annual Meeting. The annual meeting shall be held in the month of April, at which 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 immediately upon the conclusion of the election 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. The four nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected.

Section 4. Nominations. No person may be a candidate in a club election who has not been nominated. During the month of January, 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 Corresponding Secretary shall immediately notify the committee members and alternates of their selection. The board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before February 10.

(a) The committee shall nominate one candidate for each office and positions on the board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing.

(b) Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall, at least two weeks before the March meeting, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the March meeting 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 Corresponding 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. The board may each year appoint standing committees to advance the work of the club in such matters as dog shows, performance 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 services have 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 interests of the club. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of $100.00., which shall be forfeited if such charges are not sustained by the board following a hearing. The Corresponding 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 which 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 nor more than six weeks thereafter. The Corresponding 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 club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, the board 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 Recording Secretary. The Corresponding 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 on the defendant’s 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 on the defendant’s own behalf if the defendant 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. Amendments to the constitution and bylaws may be proposed by the board of directors or by written petition addressed to the Corresponding 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 Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding Secretary.

Section 2. The constitution and bylaws may be amended by a 2/3 secret vote of 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 emailed or mailed to each member at least two weeks prior to the date of the meeting.

Article VIII: Club Property

Section 1. All physical and digital assets which are property of the club, including but not limited to equipment, supplies, trophies, prizes, computer(s), software and digital records produced on the club's computer(s), and anything else that would be considered club property, will be properly stored and/or conserved by the appropriate club member(s). Such property must remain in the custody of the club and if applicable, transferred to the safekeeping and/or use of appropriate officers or members.

The club computer and software will be kept by the Treasurer as long as he/she remains in office, and promptly surrendered to the new Treasurer if elections or appointments create change. Use of the club computer shall be restricted to club-only business and the computer shall be made available to board members upon request and approval of the President or Vice President.

Article IX: 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 X: 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 last meeting
Report of President
Report of Recording Secretary
Report of Corresponding 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 Recording Secretary
Report of Corresponding Secretary

Report of Treasurer
Reports of committees
Unfinished business
New business
Adjournment

Article XI: 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.