

CONSTITUTION AND BYLAWS

AKC ratified September 2012

CONSTITUTION

ARTICLE I

Name and Objectives

SECTION 1. The name of the Club shall be The Sussex Spaniel Club of America, Incorporated. Hereafter referred to as the "Club."

SECTION 2. The objectives of the Club shall be:

1. to encourage members to perfect, advance and promote selective breeding of purebred Sussex Spaniels who possess the appearance and working ability for which the breed was developed, and who possess soundness, both in health and temperament;
2. to encourage the organization of independent local Sussex Spaniel Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
3. 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 Sussex Spaniels shall be judged;
4. to do all in its power to protect and advance the standard of the breed and to encourage sportsmanlike behavior at dog shows, companion and performance events, and any other AKC approved events;
5. to conduct sanctioned matches, licensed specialty shows, and performance events under the Rules and Regulations of The American Kennel Club;
6. to assist in the rescue and placement of Sussex Spaniels in need.

SECTION 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder of 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.

BYLAW

ARTICLE I

Membership

SECTION 1. *Eligibility.*

There shall be five types of membership, open to all persons who are in good standing with The American Kennel Club and/or their respective country's governing Kennel Club and who subscribe to the objectives of this Club.

1. ***Individual Membership.*** Individuals eighteen (18) years of age and older may be elected to membership, and shall have, upon election, all rights, duties and privileges of the Club.
2. ***Foreign Membership.*** Individuals eighteen (18) years of age and older who reside outside of the United States may be elected to membership, and shall have, upon election, all rights, duties and privileges of membership, except the right to hold office. Foreign members do not count in determining the quorum.
3. ***Life Membership.*** Life membership is an honor that may be accorded to an individual after being nominated by any member of the Club and elected by two-thirds (2/3) majority of the Board of Directors. Eligibility for Life Membership is continuous membership for at least fifteen (15) years. Life members shall have, upon election, all rights duties, and privileges of the Club. Life members shall not pay membership dues.
4. ***Junior Membership.*** Individuals nine (9) years of age through seventeen (17) years of age may be elected to membership, and shall have, upon election, all rights, duties, and privileges of membership, except the right to vote or hold office. A junior membership will automatically convert to individual membership at the beginning of the next fiscal year following his or her eighteenth (18th) birthday.
5. ***Associate/Newsletter Membership.*** Individuals eighteen (18) years and older, residing in any location shall be eligible for this membership category. Such a member will receive the quarterly newsletter. This membership will be entitled to all Club privileges except voting and holding office.

SECTION 2. *Dues.*

Dues are payable on or before the first (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 (or the Membership Chair if so designated by the Board) shall mail and/or e-mail to each member a statement of dues for the ensuing Club Fiscal year. During the month of January, the Treasurer shall notify any member(s) whose dues have not been paid by January 1. Persons elected to membership during the last quarter of the Club's Fiscal year will have their dues for the following year waived. Membership dues, for the ensuing year, shall be an amount as set by the Board of Directors at its Annual Meeting. Dues shall not be refunded if membership is terminated as described in Section 5(a) and(c).

SECTION 3. *Election to Membership.*

1. 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 and Bylaws, the Code of Ethics, and the rules of The American Kennel Club. The application shall state the name, address and occupation of the applicant and it shall carry the true signature endorsement of two (2) members in good standing and who are not members of the same household. Accompanying the proposed application will be the dues

- payment for the current year.
2. Names and addresses of applicants and the names of their endorsers shall be publicized one time to the membership. Publication shall be on a quarterly basis in the newsletter. Members will have thirty (30) days from the date of publication to submit to the Secretary their comments, concerns or objections about the proposed new members. The Board will review said comments, concerns or objections prior to voting on a membership application.
 3. Applicants may be elected by secret ballot at any physical meeting of the Board of Directors or by vote of the Directors by mail, fax, or telephone conference call. Affirmative votes of two-thirds (2/3) of the Directors present at a meeting or conference call of the Board or of two-thirds (2/3) of the entire Board voting by mail shall be required to elect an applicant.
 4. The applicant, if accepted, shall be notified by the Secretary, or if designated, Membership Chair, and shall receive a welcome letter, a copy of the membership directory, and a copy of the Constitution and Bylaws.
 5. An applicant who has received a negative vote by the Board shall be notified, along with the applicant's endorsers, within two (2) weeks of the Board's vote of their non-election to membership. Should the applicant request, the Board may review objections against the applicant with the applicant and/or the applicant's endorsers. An applicant who has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next Annual Membership Meeting of the Club. The Club may elect such applicant(s) by a favorable vote of seventy-five percent (75%) of the voting members present. Voting shall be by secret written ballot.
 6. Applicants for membership who have been rejected by the Club via endorsement by a sponsor at an Annual Meeting may not reapply within twelve (12) months after such rejection.

SECTION 4. *Communication.*

Members providing an e-mail address will receive notices regarding Club matters via e-mail, except for those Club matters involving balloting or other matters the Board deems best handled via the US Mail. Members without e-mail access will receive notices regarding Club matters via the mail. Members may, at any time, opt out of electronic notification by contacting the Secretary. The Club will make every effort to ensure fair and equitable access to Club information for all members, including timing of electronic conveyance to coincide with approximate receipt of notices distributed by the US mail. Due to circumstances beyond its control, however, the Club cannot guarantee all members will receive notice on exactly the same day.

SECTION 5. *Termination of Membership.*

Membership may be terminated:

1. ***by resignation.*** Any member in good standing may resign from the Club by written notice to the Secretary. Any member not in good standing shall take notice that upon resignation, any financial obligation, including past unpaid dues which are considered a debt to the Club, are not released, remains payable, and the SSCA reserves the right to pursue by any means allowed under the law to collect said accounts receivable. Additionally, any awards, (i.e. plaques, certificates, etc.), which incur financial outlay on the part of the SSCA will remain in abeyance until all outstanding debt is satisfied.
2. ***by lapsing.*** A membership will be considered as lapsed and automatically terminated if such member's dues or any other financial obligation to the Club remain unpaid thirty (30) days after the first day of the fiscal year; however, the Board may grant an additional thirty (30) days of grace to such delinquent members in meritorious cases. Members may apply to the Board for such consideration, or the Board may

take notice. A late fee of \$10.00 shall be charged to those granted an additional thirty (30) days grace period by the Board. In no case may a person vote in any election, or on any topic which is presented to the membership, or at any Club meeting whose dues are unpaid as of the date of the meeting or the issuing of the voting packet.

3. *by expulsion.* A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II

Meetings

SECTION 1. *Annual Meeting.*

The Annual Meeting of the Club shall be held in conjunction with the Club's National Specialty Show at a place, date and hour designated by the Board of Directors. Notice of the Annual Meeting shall be e-mailed and/or mailed by the Secretary to each member at least thirty (30) days prior to the date of the meeting. The quorum for this Annual Membership Meeting shall be ten percent (10%) 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 Board of Directors, or shall be called by the Secretary upon receipt of a petition signed by ten percent (10%) of the members of the Club 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. Notice of meeting shall be mailed and/or e-mailed by the Secretary at least fourteen (14) days and not more than thirty (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 ten percent (10%) of the members in good standing.

SECTION 3. *Board Meetings.*

An Annual Board Meeting shall be held as soon as reasonably possible following the election, ideally in conjunction with the National Specialty. Other meetings of the Board of Directors shall be held at such times and places as designated by the President or by a majority vote of the entire Board. Notice of each such other meeting shall be mailed and/or e-mailed by the Secretary to each member of the Board at least fourteen (14) days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board.

SECTION 4. *Board Business.*

The Board of Directors may conduct business by telephone conference call, e-mail, fax or mail provided it does not conflict with any other provisions in these Bylaws. The Secretary shall within seven (7) days confirm to the Board in writing items voted on by telephone conference.

Affirmative votes of a majority of the Directors present at a meeting of the Board or a majority of the entire Board voting shall be required for a motion to be accepted.

SECTION 5. *Emergency Board Meetings.*

The Board of Directors and Officers may hold an emergency Board Meeting as permitted under Chapter 355 of the Missouri Non Profit Corporation Law.

ARTICLE III

Directors and Officers

SECTION 1. *Board of Directors.*

The Board shall be comprised of the Officers and five (5) other persons, all of whom shall be members in good standing who are residents of the United States. All Officers and Directors shall be elected for a term of two (2) years as defined in Article IV of these Bylaws, and shall serve until their successors are elected. President, Secretary and Board positions 1, 3 and 5 shall be elected in odd numbered years. Vice-President, Treasurer, and Board positions 2 and 4 will be elected in even numbered years. The AKC Delegate will be selected in the even numbered years. The staggered terms for Officers and Directors will begin after the first election following full approval of these Bylaws.

There shall be no limit on the number of terms any Officer or Director may serve. No husband and wife, nor member of the same household shall serve on the Board of Directors at the same time.

General management of the Club's affairs shall be entrusted to the Board of Directors. Any Officer or Board Member who is derelict in his or her defined duties and/or, without just cause, misses three (3) consecutive Board meetings, may be removed by a vote of two-thirds (2/3) of the Board and be replaced by Board appointment as outlined in Article III, Section 3.

SECTION 2. *Officers.*

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

1. 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 specified by these Bylaws.
2. The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
3. The Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken in whatever format, and of all matters of which record shall be ordered by the Club; have charge of the correspondence, notify members and Board of Directors of meetings, notify Officers and Directors of their election to office, make opposition slate known, if one is proposed; notify Officers/Board and membership of potential misconduct charges leveled against members; and carry out such other duties as are prescribed in these Bylaws. The Secretary, unless such duties are delegated to a Membership Chair, will notify new members of their election to membership, notify officers of the approval of new members, or the challenge to a membership approval from concerns expressed via general membership correspondence. The Secretary shall maintain a roll of the members of the Club with their addresses and other contact information and keep current the Club's standing rules.
4. The Treasurer shall collect and receive all moneys due or belonging to the Club, and promptly discharge any financial obligations to whoever owed. 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 moneys received and expended during the previous fiscal year. The Treasurer may be bonded in such amount, as the Board of Directors shall determine.

The Treasurer shall receive annual dues and compile a master list of all members in good standing. When dues are paid, members shall select their preferred mode of communication, e-mail or USPS, for notices of meetings and other Club communication. The Treasurer shall provide this master list to the Secretary. Members may select a different mode for receiving the newsletter.

5. The AKC Delegate shall be selected by the Board of Directors during the month of October in even numbered years for a term of two (2) Club years by a two-thirds (2/3) vote of the Board of Directors. The AKC Delegate shall attend meetings of the AKC Delegate body and shall represent the Club in accordance with the instruction of the Board of Directors of the Club. The AKC Delegate may be a member of the Board of Directors. The AKC Delegate attends the Annual Meetings of the Board of Directors but does not vote nor does he/she count toward the quorum unless he/she is also a member of the Board. Among other duties, AKC Delegate shall report to the Club all matters of interest and concern to the Club's Board of Directors as soon as practical after each meeting of the American Kennel Club.

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 of the then 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.

SECTION 4. *Club Credentials.*

Use of the Club stationery, past or present, or logos and insignia of the Club, must be authorized by the Board of Directors. Also restricted is use of said proprietary material for any purpose other than the official business of this Club.

ARTICLE IV

The Club Year, Voting, Nominations, Elections

SECTION 1. *Club Year.*

The Club's fiscal year shall begin on the first (1st) day of January and end on the thirty-first (31st) of December. The Club's official year shall begin on the first (1st) of January and end on the thirty- first (31st) of December. The elected officers and directors shall take office on the first (1st) day of January and each retiring officer shall turn over to his successor all properties and records relating to that office on or before January 15th.

SECTION 2. *Voting.*

At the Annual Meeting or at a Special Club Meeting voting shall be limited to those eligible members in good standing who are present at the meeting. The election of Officers and Directors, Judges Selection for the National Specialty, and amendments to the Constitution, Bylaws, and the Standard for the Breed shall be decided by secret written ballot conducted in any manner provided for by the laws of the state in which the club is incorporated - written ballot cast by mail or by electronic balloting tabulated anonymously in accordance with State Law and AKC Policy. Ballots should specify a date by which the ballots must be returned to be counted. That date shall be no less than thirty (30) days and no more than forty-five (45)

days after the date of mailing. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the membership by written ballot cast by mail or by electronic balloting.

SECTION 3. *Annual Elections.*

The election of Officers and Directors shall be conducted by secret ballot cast by mail in the event additional nominations are made to the ballot in accordance with the Bylaws. All Officers and the Board of Directors shall be elected for a two (2) year term. Ballots, to be valid, must be postmarked no later than November 15th. Ballots shall be counted by three (3) inspectors of election who are members in good standing, and neither members of the current Board nor candidates on the ballot. The inspectors of election shall be chosen by majority vote of the Board. The candidate receiving the largest number of votes for each office shall be declared elected. If any nominee is unable to serve for any reason after the ballots have been counted, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided in 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. A Nominating Committee shall be chosen by the Board of Directors before June 1st. The Committee shall consist of three members in good standing from different areas of the United States and two (2) alternates, no more than one (1) of whom shall 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, e-mail, fax, teleconference, or telephone.

1. The Nominating Committee shall nominate from among the eligible members of the Club, one (1) candidate for each available office and one candidate for each other available position on the Board and shall procure the written acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practical 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, the name of the State in which each resides, and a one brief statement of qualifications for each candidate, to each member of the Club on or before July 15th, so that additional nominations may be made by the members, if they so desire.
2. Additional nominations of eligible members may be made by written petition, addressed to the Secretary and received by the Secretary on or before September 1. The petition for each individual additional nomination shall include the signed endorsement of five (5) members in good standing and the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. Except for the position of Delegate, no person may be a candidate for more than one office.
3. If no valid additional nominations are received on or before September 1st, the Nominating Committee's slate shall be declared elected at the beginning of the Club's official year and no balloting will be required. Written notice of the results shall be sent to the candidates. The membership shall be informed at the Annual meeting and in the quarterly newsletter.
4. If one or more valid additional nominations are received on or before September 1st, the Secretary shall on or before October 1st, mail to each eligible member in good standing a ballot listing all of the nominees for each position in alphabetical order. The ballot packet will also contain the name of the state in which each resides as well as a brief statement of qualifications for each nominee. This information, together with a

blank envelope marked "Ballot", along with another envelope bearing the name of the member(s) to which it was sent and addressed to Chairperson of the Election Inspectors for tabulation. However, the Board may designate an independent professional firm to send, receive and count the ballots.

So that the ballots remain secret, each voter, after marking their ballot, shall seal it in the blank envelope, which shall in turn be placed in the second envelope addressed to the Election Inspection Chairperson. The Inspection Chairperson shall assemble the Election Committee and together they shall check the returns against the list of all eligible members whose dues are paid and are otherwise in good standing for the current year prior to opening the outer envelope and removing the blank envelope.

The Committee shall certify the eligibility of the voter(s) as well as the results of the voting, which shall be communicated to the Secretary, who shall inform the membership in a timely manner and equitable manner not to exceed two (2) weeks post outcome. Written notice of the results shall be sent to the candidates.

5. 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 designate standing committees and appoint the chairs for committees to advance the work of the Club in such matters as dog shows, obedience trials, performance events, trophies, annual prizes, and other fields which may well be served by a committee. 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. The committee chair has the authority to appoint additional members of the committee unless the Board determines otherwise.

SECTION 2. The chairperson of a committee, upon conclusion of the event, task, etc., or at the end of the Club year, or at any such time as the Board requests, shall prepare a written report, which shall be mailed or e-mailed to the Board. This report shall provide an income and expense report, if relevant. The report shall also provide sufficient detail about the committee's activities and responsibilities to enable successors to this committee to carry out the tasks of the committee. The Vice- President shall receive and maintain these reports, forwarding financial information to the Treasurer as necessary.

SECTION 3. 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 any 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, Breed, or the sport of dogs. 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 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 prove prejudicial to the best interest of the Club, the Breed, or the sport of dogs. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the parties listed above it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date and location of a hearing by the Board or a Committee of not less than three (3) members of the Board not less than three (3) weeks, nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges to the accused member by certified mail together with a notice of the hearing. At the hearing, the defendant has the right to personally appear in his/her own defense, bring witnesses if he/she wishes, and present evidence and/or written documentation in his/her defense. The defendant may waive the right to an in person hearing and elect to have a hearing by teleconference or videoconference. Within ten (10) days of receipt of the notice of hearing, the defendant must respond by certified mail stating if he or she will be in attendance at the hearing, or if he or she is waiving the in person hearing and electing a teleconference or videoconference hearing.

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, suspend the defendant from all privileges of the Club for not more than

six (6) 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 his/her fellow members at the ensuing Club meeting which considers the recommendations of the Board or Committee.

Immediately after the Board or Committee has reached a decision, 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.

If the individual preferring the charges is a member of the Board, said individual will be recused from voting. Also, a Board member who is called as a witness will be recused from voting.

SECTION 4. *Expulsion.*

Expulsion of a member from the Club may be accomplished only at next Annual Meeting of the Club following a hearing and upon recommendation of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his/her own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak on the proposed expulsion. A two thirds (2/3) vote of those present and voting at the Annual meeting shall be necessary for expulsion. If expulsion is not so voted, suspension shall stand.

ARTICLE VII

Amendments

SECTION 1. Amendments to the Constitution, Bylaws, and to the Breed Standard may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) of the membership in good standing.

Amendments proposed by such petitions must be promptly considered by the Board of Directors, and must be submitted by the Secretary to the members, with recommendations of the Board, for a vote within three (3) months of the date when the petition was received by the Secretary.

SECTION 2. The Constitution, Bylaws, or the Standard for the Breed may be amended at any time provided a copy of the proposed amendment(s) has been mailed by the Secretary to each member in good standing on the date of the mailing, accompanied by a ballot on which he/she may indicate his/her choice for or against the action to be taken. Dual envelope procedures described in Article IV, Section 4(d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballots shall specify a date both less than thirty (30) days after the date of the mailing by which date the ballots must be returned to the Secretary to be counted. The favorable votes 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(s).

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.

ARTICLE VIII

Dissolution

SECTION 1. The Club may be dissolved at any time by written consent of not less than two-thirds (2/3) of the members. In the event of 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 shall be distributed to any member of the Club, but after payment of the debts of the Club, its property and assets, under direction of the Board of Directors, shall be given to a charitable organization operating for the benefit of dogs.

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

Reading of the minutes of the last Annual Membership Meeting
Report of the President Report of the Secretary Report of the Treasurer Reports of the
Committees 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 the minutes of the last Board Meeting
Report of the Secretary
Report of the Treasurer
Election of new members
Reports of the Committees
Unfinished business
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.