

**CONSTITUTION AND BY-LAWS
OF
THE GOLDEN GATE ENGLISH SETTER CLUB**

Revised December 12, 1989

ARTICLE I. Name and Objects

SECTION 1. The name of the Club shall be GOLDEN GATE ENGLISH SETTER CLUB (GGESC).

SECTION 2. The objects of the Club shall be:

- a. To encourage and promote the quality breeding of pure-bred English Setters and to 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 English Setters shall be judged;
- c. To do all in its power to protect and advance the interests of the breed by encouraging sportsmanship in competition at dog shows, field trials and obedience trials;
- d. To conduct sanctioned and licensed specialty shows, field trials and obedience trials under the rules of the American Kennel Club.

SECTION 3. The Club shall not be conducted or operated for profit and no part of the 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 by-laws as maybe required to carry out these objects.

ARTICLE II. Membership

SECTION 1. *Eligibility.* There shall be three types of membership:

- a. A Regular membership will be open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purpose of the Club.
- b. A Family membership will be open to all husbands and wives where both are eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purpose of the Club. Each member of Family membership votes as an individual Regular member. A Family membership does not include the children of the members who may apply for Junior membership.
- c. A Junior membership will be open to all persons ten to seventeen years of age who are in good standing with the American Kennel Club and who subscribe to the purpose of the Club. This type of membership will be non-voting and cannot hold office. A Junior member may convert to Regular membership upon reaching their eighteenth birthday.

SECTION 2. *Dues.* Membership dues are due and payable on or about the first day of January each year. Dues become delinquent as of March 1 of the current year and no member may vote whose dues are delinquent. The Treasurer will inform the membership of its dues obligation for the ensuing year in the November GGESC Newsletter. The dues amounts may only be changed by a vote of the Club membership.

- a. Dues for a Regular membership shall be \$15.00 per year.

- b. Dues for a Family membership shall be \$20.00 per year.
- c. Dues for a Junior membership shall be \$3.00 per 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 these constitution and by-laws 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 endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Corresponding Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next meeting of the Club the application will be voted upon and affirmative votes of 3/4 of the members present and voting at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

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

- a. By resignation. Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club, and they become incurred on the first day of each fiscal year.
- b. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club 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 VII of this constitution and by-laws.

ARTICLE III. Meetings and Voting

SECTION 1. *Club Meetings.* Meetings of the Club shall be held within the greater San Francisco Bay area once a month at a time and place designated by the members at the preceding meeting. Written notice of each meeting shall be published by the President in the GGESC newsletter which is published monthly and will be mailed at least 10 days prior to a Club meeting. The membership may decide to not hold a meeting in a specific month, however, there will be a minimum of 10 meetings held in each club year. A quorum for such meetings shall consist of 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 or by the Corresponding Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in the greater San Francisco Bay area and at such hour and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed by the Corresponding Secretary at least 5 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. A quorum for such meeting shall consist of 20 percent of the members in good standing.

SECTION 3. *Board of Directors Meetings.* Meetings of the Directors shall be held within the greater San Francisco Bay area, as called by the Board, and will usually be held prior to normal Club meetings. Written notice of each meeting shall

be mailed at least 10 days prior to the date of the meeting. A quorum for such meeting shall consist of a majority of the board members.

SECTION 4. *Special Board Meetings.* Special meetings of the Board may be called by the President; and shall be called by the Corresponding Secretary upon receipt of a written request signed by at least 3 members of the Board. Such special meetings shall be held within the greater San Francisco Bay area at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Corresponding Secretary at least 5 days prior to the date of the meeting; and said notice shall state the purpose of the meeting, and no other business may be transacted thereat. A 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 Club at which he/she is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE IV. **Directors and Officers**

SECTION 1. *Board of Directors.* General management of the Club's affairs shall be entrusted to the Board of Directors. The Board shall be comprised of the President, vice-president, Corresponding Secretary, Recording Secretary, Treasurer, the past year's President and four other persons to be elected as Directors at large. All members of the Board shall be members in good standing. The Officers shall serve a term of one year. The four Directors at Large shall be elected to serve two year terms, two of which shall be elected at alternative years. All members of the Board shall be voting members.

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 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 constitution and by-laws.
- 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 Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club. He/she shall notify members of meetings, execute the election of officers and directors, notify officers and directors of their election, execute the election of judges and carry out such other duties as are prescribed in these constitution and by-laws.
- d. The Corresponding Secretary shall have charge of all official correspondence, keep copies of all letters sent and file such as may be received. He/she shall notify new members of their election to membership, maintain a roll of members of the Club with their addresses and correspond on all matters pertaining to the Club as directed by the Club through the President.
- e. The Treasurer shall collect and receive all moneys due or belonging to the Club. He/she shall deposit the same in a bank satisfactory to the Board, in the name of the Club. His/her books shall at all times be open to the inspection of the Board and he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he/she shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board 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 creating of the vacancy, or at a Special Meeting called for that purpose; except that a vacancy in the office of the

President shall be filled automatically by the Vice-President and the resulting vacancy in the office of the Vice- President shall be filled by the Board.

ARTICLE V. 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 31st day of December. The Club's official year shall begin immediately following the December meeting and shall continue through the December meeting of the following year.

SECTION 2. *Annual Meeting.* The annual meeting of the Club shall be held in the month of October at which Officers and Directors for the ensuing year shall be elected, by secret, written ballot of the members present at the meeting, from among those nominated in accordance with SECTION 4 of this ARTICLE. They shall take office immediately following the Club's meeting in December and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office at the December meeting.

SECTION 3. *Elections.* The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The two nominated candidates for the other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. The Corresponding and Recording Secretaries are responsible for tabulating the results of the election and verifying the results.

SECTION 4. *Nominations.* No person may be a candidate in a Club election who has not been nominated. During the month of July the Board shall select a Nominating Committee consisting of three members and two alternatives, not more than one of whom may be a member of the Board. The Recording Secretary shall immediately notify the committeemen and alternatives of their selection. The Board shall name a Chairman for the Committee and it shall be his/her duty to call a meeting which shall be held on or before August 1st.

- a. The Committee shall nominate one candidate for each office and two candidates for the two Directors at Large positions on the Board, and after securing consent from each person nominated, shall immediately report their findings to the Recording Secretary in writing.
- b. Upon receipt of the Nominating Committee's report, the Recording Secretary shall, two weeks before the September meeting, notify each member in writing of the candidates so nominated.
- c. Additional nominations may be made at the September meeting by any member in attendance provided that the person so nominated does not decline when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his/her proposer shall present to the Recording Secretary a written statement from the proposed candidate signifying his/her 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 other manner than as provided in this SECTION.

ARTICLE VI. Committees.

SECTION 1. The Board may appoint each year standing committees to advance the work of the club in such matters as dog shows, field trials, obedience trails, trophies, annual prizes, membership and other requirements 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 or committee member appointed 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 VII. 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 or the breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$10 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 the next 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 the charges do not allege conduct which would be prejudicial to the best interest of the Club it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of hearing by the Board not less than 3 weeks nor more than 6 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/her own defense and bring witnesses if he/she 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, suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing Club meeting, which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings 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 of the Board meeting 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/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present at the meeting shall be necessary for expulsion. If the expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VIII. Amendments.

SECTION 1. Amendments to the constitution and the by-laws may be proposed by the Board of Directors or by written petition addressed to the Corresponding 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 the recommendation of the Board by the Recording Secretary for a vote within three months of the date when the petition was received by the Corresponding Secretary.

SECTION 2. The constitution and by-laws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for that 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 IX. Dissolution.

SECTION 1. The Club may be dissolved at any time by a written consent of not less than 2/3 of the members. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary or involuntary or by the operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed

to the 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 the 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 Board
- Report President
- 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 a majority of those present, shall be as follows:

- Reading of Minutes of Last Meeting
- Report of the Corresponding Secretary
- Report of the Treasurer
- Report 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 as to which they are applicable and in which they are not inconsistent with these constitution and by-laws, and any special rules of order the Club may adopt.