

THE IRISH SETTER CLUB OF HOUSTON, INC. BYLAWS



ARTICLE I NAME AND OBJECTS

SECTION 1. The name of the Club shall be **THE IRISH SETTER CLUB OF HOUSTON, INC.**

SECTION 2. The objectives of the Club shall be:

- a) To encourage and promote the breeding of pure-bred Irish Setters 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 Irish Setters shall be judged.
- c) To do all in its power to protect and advance the interests of all breeds of pure-bred dogs and to encourage sportsmanlike competition at dog shows and obedience and field events.
- d) To conduct sanctioned and licensed specialty shows and obedience and field events under the rules and regulations of the American Kennel Club.
- e) To educate members and the general public on all aspects of keeping and breeding Irish Setters.
- f) To support the guidelines and rules of the American Kennel Club and the Irish Setter Club of America.
- g) To encourage participation of members in all aspects of dog ownership, such as conformation, obedience, field events, and animal assisted therapy.
- h) To invite the participation of others who have the interest of the Irish Setter in mind but may not currently own one, and promote the care and placement of rescued Irish Setters.

SECTION 3. The Club shall not be conducted or operated for profit and not 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 objects.

ARTICLE II MEMBERSHIP

SECTION 1. Eligibility. Membership shall 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 purposes of this Club. 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 \$25 per year, payable on or before the first day of February of each year. A renewal statement shall be sent prior to the close of the calendar year reminding each member of dues owed for the ensuing year. In addition, the Treasurer shall, at all times, keep and make available a current list of members who have paid dues and are eligible to vote on business throughout the 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 his 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 these bylaws 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. A membership application submitted after June 30 in any year shall be accompanied by dues payment for one-half year. All applications are to be filed with the Secretary 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 two-thirds 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 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 Secretary, but no member may resign in debt to the Club. Dues and 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 these bylaws.

ARTICLE III MEETINGS AND VOTING

SECTION 1. Club Meetings. Meetings of the Club shall be held in the Greater Houston area, Texas, at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least ten days and not more than fifty days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing. Other than for the election of directors, the vote of the majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present, shall be the act of the members meeting. There should be at least six general meetings and one Annual meeting. Proposed dates for these may be offered at the Annual meeting according to the procedures set forth in Article V, Sect. 2., and the Board shall designate at that time which ones are selected.

SECTION 2. Special Club Meeting. Special Club meetings may be called by the President, or by a majority 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 Club who are in good standing. Such special meetings shall be held in the Greater Houston area, Texas, 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 and not more than fifteen 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% of the members in good standing. The vote of the majority of the votes entitled to be cast by the members present at a special meeting at which a quorum is present, shall be the act of the members meeting.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held in the Greater Houston area, Texas on the date set for, but prior to, the meetings of the Club, at such hour and place as may be designated by the Board. Board meetings shall be held at least six times each year. Written notice of each such meeting shall be mailed by the 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. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

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 in the Greater Houston area, Texas, 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 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. A quorum for such a meeting shall be a majority of the Board. The act of the majority of the directors present at a special meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 5. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote as to each matter presented at any meeting of the Club at which he or 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. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and three other persons all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article V and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers. The Club's officers, consisting of the President, Vice President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings. In addition to these listed, they shall also carry out such other duties as are prescribed in these bylaws.

- 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. In addition to the duties as presiding officer, the president has duties as an administrative or executive officer, including guidance of the Board of Directors in:
 - (i) Oversight of the meeting schedule and rescheduling of meetings that have been cancelled or changed due to unforeseen circumstances;
 - (ii) Oversight or restaffing of appointed committees that fail to complete the business for which they were formed;
 - (iii) Advising the club's general assembly in a timely manner when changes have occurred in their elected Officers and Board of Directors.
- b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence, resignation, or incapacity.
- c) The 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 or she shall have charge of correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their nomination and/or election to office, keep a roll of members of the Club with their addresses, and notify each member in writing of the candidates nominated by the nominating committee, and shall carry out such other duties as are described in these bylaws.
- d) The Treasurer shall collect and receive all monies due or belonging to the Club. He or she shall deposit the same in a bank designated by the Board, in the name of the Club. His or her books shall at all times be open to inspection of the Board and he or 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. At the annual meeting he or she shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. The Treasurer shall, at all times (in order to determine if a quorum is present) keep and make available a current list of members who have paid dues and are eligible to vote on business throughout the year. During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year.
- e) The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the officers and four other persons.
- f) As much as possible, the officers should be selected from among the members who support and participate in club activities and meetings.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled for the unexpired term of office by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or a special Board Meeting called for that purpose.

ARTICLE V CLUB YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1. Club year. The Club's fiscal year shall begin on the 1st of February and end the 31st of January. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election of the next annual meeting.

SECTION 2. Annual Meeting. The annual meeting shall be held in the month of January at which Officers and Directors for the ensuing year shall be elected 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 his successor in office all properties and records relating to that office within 30 days after the election. The first business of the new officers and directors after their election at the Annual meeting, will be to preside over the membership during the selection of dates for meetings in the coming year (Article III, Section 1) and the selection of members to serve on major committees (Article VI).

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for the remaining 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 the Club election who has not been nominated. As much as possible, the nominees should be selected from among the members who support and participate in club activities and meetings. [Article IV, Section 2 (f).] During the month of September 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 immediately notify the committeemen and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his or her duty to call a committee meeting which shall be held prior to October 31st.

- (a) The Committee shall nominate one candidate for each office, and three candidates for the three other positions on the Board, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing, by November 30th.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall notify each member in writing of the candidates so nominated.
- (c) The Chair of the Nominating Committee shall present the Nominating Committee report at the December meeting. Additional nominations may be made at the December meeting by any member in attendance provided that the person so nominated does not decline when his or her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his or her proposer shall present to the Secretary a written statement from the proposed candidate signifying his or her willingness to be a candidate. No person may be a candidate for more than one position and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- (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 shall each year appoint standing committees to advance the objectives of the Club. [Article 1 Section 2.] 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. Committee members need not be directors. The Board may appoint a Committee Chairman while filling out a standing committee, but each committee may then select its own Chairman at any later meeting of the committee (except the Nominating committee whose actions are governed by Article V.) Standing Committees to be appointed at the Annual Meeting include (but are not required or limited to) Oversight Committees to advance each of the major areas of club interest: Show, Obedience, Field, Rescue, and General Programs. The structure and reporting requirements of Oversight Committees shall be designated by the Board of Directors, but in general, each Oversight Chairman shall be responsible for general administrative duties, such as:

- a) assembling a committee of interested volunteers;
- b) preparing a calendar of due dates and reporting requirements;
- c) managing event committees, judge selection, event location, and fund raising;
- d) maintaining a record of proposed and actual budget requirements that is open to the Treasurer at all times;
- e) making reports to the Board of Directors at each of its regularly scheduled meetings of progress made or items needed in pursuit of its objective.

At anytime, but especially at the Annual Meeting, all committees shall be open to new volunteers.

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 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 interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board 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 interest of the Club or the breed. 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 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 is 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 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 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 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 sixty days, but not earlier than thirty days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his or 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 shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The members shall then vote by secret written ballot on the proposed expulsion. A two thirds 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 VIII AMENDMENTS

SECTION 1. Amendments to the bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary

SECTION 2. The bylaws may be amended by a two-thirds 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 sent to each member at least two weeks prior to the date of the meeting.

ARTICLE IX DISSOLUTION

SECTION 1. Dissolution. The Club may be dissolved at any time by the written consent of not less than two-thirds of the members. In the event of the dissolution of the Club other than for the purpose 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 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 last meeting

Report of President

Report of Secretary

Report of Treasurer

Report of Committees

Election of Officers and Board (at annual meeting)

Unfinished business

New business

Adjournment

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

Minutes of last meeting

Report of 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 "Roberts 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.