

**WELSH SPRINGER SPANIEL
CLUB OF AMERICA, INC.**

CONSTITUTION

ARTICLE I

Name and Object

SECTION 1. The name of the organization shall be the Welsh Springer Spaniel Club of America, Inc. (“Club”).

SECTION 2. The Objects of the Club shall be to:

- (a) encourage and promote quality in the breeding of purebred Welsh Springer Spaniels (“Breed”) and to do all possible to bring their natural qualities to perfection;
- (b) encourage the organization of independent local specialty and affiliated clubs in localities where there are sufficient fanciers of the Breed to meet the requirements of the American Kennel Club (“AKC”); and
- (c) urge members and breeders to accept the Standard of the Breed as approved by the AKC as the only standard of excellence by which Welsh Springer Spaniels shall be judged; and
- (d) do all in the Club’s power to protect and advance the interests of the Breed and to encourage sportsmanlike competition at all events held under the Rules and Regulations of the AKC (“AKC Rules”); and
- (e) conduct sanctioned matches, and license events for which the Club is eligible under the Rules and Regulations of The American Kennel Club.

SECTION 3. 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 the purposes set forth in the Constitution or in Article I of the Bylaws.

SECTION 4. The principal office and registered agent of the Club shall be located in North Carolina. The Club may have such other offices, within or outside North Carolina, as may be designated by the Board of Directors (“Board”), or as shall be appropriate or necessary for the conduct of the affairs of the Club.

SECTION 5. 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.

BYLAWS

ARTICLE I

Membership

SECTION 1. Eligibility. There shall be one (1) type of voting membership, open to all persons who meet the following four (4) requirements for eligibility: (1) are eighteen (18) years of age and older; (2) are in good standing with the AKC; (3) subscribe to the purposes of the Club; and (4) are subject to the jurisdiction of the United States in connection with these bylaws. Admitted Club members shall be entitled to vote, hold office, and are otherwise entitled to all of the then-current rights and privileges of Club membership. Existing international voting members who may not have been subject to the jurisdiction of the United States at the time they were admitted as members, shall be subject to a grandfather clause permitting them to remain voting members, but they may not hold Club office.

There shall be four (4) types of nonvoting memberships, which cannot vote or hold office. These nonvoting member types are:

1. International (non-US) Nonvoting Member. This class of nonvoting membership is eligible for Club awards (as set forth above, existing international voting members subject to a grandfather clause shall be permitted to remain voting members);
2. Junior Nonvoting Member (US only; under the age of eighteen (18)). Once a Junior Nonvoting Member reaches the age of eighteen (18), they should inform the Club to determine if their nonvoting membership can be converted to a voting membership) This class of nonvoting members is eligible for Club awards.); and
3. Honorary Nonvoting Member. Honorary membership may be, but is not required to be, bestowed at the Board's sole discretion for services rendered to the Breed and/or the Club. This class of nonvoting members is not eligible for Club awards.
4. Newsletter Subscriber. This class of nonvoting membership entitles one to receive the Club's newsletter. This class of nonvoting members is not eligible for Club awards and does not require Board approval upon application.

SECTION 2. Dues. Membership dues shall be set or changed by the Board and ratified by a majority of voting members who return valid ballots within the time limit established in accordance with the Bylaws. Dues shall not exceed one hundred fifty dollars (\$150.00) per member. Dues shall be payable on or before the first day of August of each year for the upcoming fiscal year (September 1 to August 31). No member may vote whose dues are not paid for the then-current fiscal year. During the month of June, the Treasurer shall send each member a statement of the dues owed for the following year.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board and which shall provide that the applicant agrees to abide by this Constitution and Bylaws, the Club's Code of Ethics, and the AKC Rules, including, but not limited to, the AKC Code of Sportsmanship. The application shall state the name, address, and occupation of the applicant and it shall have the endorsement of one (1) current Club member in good standing. All applications for membership shall be submitted to the Secretary. Applicants must be elected by secret vote as is further set forth herein. Applicants may be elected at any meeting of the Board or by written vote of the Board. Affirmative votes of two-thirds (2/3) of the Board present at a meeting of the Board or of two-thirds (2/3) of the written vote of the entire Board shall be required to elect an applicant. An application which has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the Club, and the Club may elect such applicant by a favorable vote of seventy-five percent (75%) of the members present. Upon election to membership, the Treasurer shall send to each newly elected member a statement of the dues owed for the then-current year. Any election to Club membership shall be considered rescinded and voided if the initial membership dues are not paid within thirty (30) days of receipt of the same.

SECTION 4. Termination of Membership. Membership 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 when in debt to the Club. Dues obligations are considered a debt to the Club, and they become incurred on the first day of the fiscal year.

(b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of the fiscal year; however, the Board may, in its sole discretion, grant an additional ninety (90) day grace period 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 of the member as provided in these Bylaws.

SECTION 5. Transmission of Notices to Members. The Club will send its members notification of all the Club's official business, including all meetings, dues notices, and minutes via the email address of record for each member. These notifications will also be posted on the member page of the Club's website. Members may elect to receive all Club notifications via regular mail by notifying the Secretary of the same. Members electing to receive Club notifications via regular mail shall be invoiced for the actual costs of printing and postage on their annual dues statement.

ARTICLE II

Member Meetings

SECTION 1. Annual Meeting. The annual meeting of the Club shall be held during the months of March, April, or May in conjunction with the Club's specialty show, if possible, at a place, date, and hour as may be designated by the Board.. Written notice of the annual meeting shall be provided by the Secretary to each member at least thirty (30) days prior to the date of the annual meeting. The quorum for the annual meeting shall be ten percent (10%) of the members in good standing. Non-voting members do not count towards the determination of a quorum.

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 at a meeting of the Board or who vote by mail, and 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 special meeting shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of a special meeting shall be provided by the Secretary at least fourteen (14) days and not more than thirty (30) days prior to each such special 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. Attendance Via Remote Communication. The Club may also conduct any of its meetings and/or business, and members may attend the same, via live remote communication and/or videotelephony (e.g., conference call, Cisco Webex Meetings, GoToMeeting, Microsoft Teams, Skype, and/or Zoom;) as permitted by North Carolina state law provided that all members so participating: (a) are provided with the means to participate; (b) identify themselves by name and confirm that they are voting members in good standing; (c) can simultaneously hear each other during the meeting; and (d) agree to participate in this manner. A Club member or Board member participating in a meeting by these alternate means is deemed to be present and "in person" at the meeting.

SECTION 4. Waiver of Notice. Any member may waive notice of any meeting in accordance with state law. The attendance by a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE III

Board Meetings

SECTION 1. Board Meetings. The first meeting of the Board shall be held within sixty (60) days of the start of the Club year after the most recent election. Other meetings of the Board shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of each such meeting shall be provided 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 meeting of the Board shall be a majority of the Board voting in person, by mail, facsimile, telephone conference call, and/or videotelephony.

SECTION 2. Board Business. The Board may also conduct any of its meetings and/or business via live remote communication and/or videotelephony (e.g., conference call, Cisco Webex Meetings, GoToMeeting, Microsoft Teams, Skype, or Zoom) provided that all members so participating: (a) are provided with the means to participate; (b) identify themselves by name and confirm that they are voting members in good standing; (c) can simultaneously hear each other during the meeting; and (d) agree to participate in this manner. A Board member participating in a meeting by these alternate means is deemed to be present and “in person” at the meeting. Items voted upon by any method other than “in-person” meetings must be confirmed in writing by the Secretary within seven (7) days to be effective.

ARTICLE IV

Directors, Officers, and Club Officials

SECTION 1. Board of Directors. The Board shall be comprised of a President, Vice President, Secretary, Corresponding Secretary, Treasurer, and six (6) other persons, all of whom are required to be members in good standing and residents of the United States. The officers and directors shall be elected for two (2) year terms at the Club’s annual elections as provided herein and shall serve until their successors are elected. General management of the Club’s affairs shall be entrusted to the Board.

SECTION 2. Officers. The Club’s officers, consisting of the President, Vice President, Secretary, Corresponding 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.

(b) The Vice President shall have the duties and shall exercise the powers of the President in case of the President's death, absence, or incapacity. The Vice President shall also serve as liaison officer with local Welsh Springer Spaniel specialty clubs.

(c) The Secretary shall notify members of meetings and keep a record of all proceedings of the Club, of the Board, of all votes taken by mail or by electronic means as set forth herein, and of all matters of which a record shall be ordered by the Club. The Secretary shall notify officers and directors of their election to office and carry out such other duties as are prescribed in the Bylaws.

(d) The Corresponding Secretary shall have charge of the correspondence. The Corresponding Secretary shall distribute correspondence to the proper officer or committee, shall respond to or write such letters as may be directed by the President or the Board. The Corresponding Secretary shall receive applications from prospective members, notify new members of their election to membership, and notify members of their appointment to committees.

(e) The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit the same in a bank approved by the Board. The Club's books shall at all times be open to inspection by the Board and the Treasurer shall report to them at every meeting the condition of the Club's finances. At the annual meeting, the Treasurer 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 shall determine. The Treasurer shall be responsible for maintaining an alphabetical list of the names of all of the Club's members, including their mailing addresses and, if so authorized, their email addresses,

SECTION 3. Other Club Officials. The AKC Delegate shall report to the Club on all business discussed and voted upon at AKC's Quarterly Delegate meetings. The AKC Delegate shall be a nonvoting advisor to the Board, and this position may be simultaneously held by a person who holds another director or officer position on the Board.

SECTION 4. 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; 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 V

The Club Year, Voting, Nominations, Elections

SECTION 1. Club Year. The Club's fiscal year shall begin on the 1st day of September and end on the 31st day of August. The Club's official year shall begin on the 1st day of March and shall end on the last day of February. The elected officers and directors shall take office on March 1st, and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within thirty (30) days.

SECTION 2. Voting. At the annual meeting or at a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting, as defined by these Bylaws, except for the annual election of Officers, Delegates, and Directors, amendments to the Constitution and Bylaws, and the Standard for the Breed which shall be decided by written ballot cast by mail or by electronic balloting as set forth herein. Voting by proxy shall not be permitted. The Board may decide to submit other specific questions for decision of the members by written ballot cast by mail or by electronic balloting as set forth herein. All Club voting relating to the annual election of Officers, Delegates, and Directors, amendments to the Constitution and Bylaws, and the Standard for the Breed must be by secret ballot and cast in such a manner that the Member expressing a choice cannot be identified with the choice expressed. Secrecy may be ensured by using voting machines, or, if paper ballots are used, by providing voting booths, partitions, sufficient distance, or other physical arrangements permitting privacy for the voter while marking the ballot. The ballots must not contain any markings which upon examination would enable one to identify it with the voter. Additionally, so long as secrecy of the ballot is assured, the Club may conduct elections, votes on breed standard revisions, Bylaw amendments and any other specific questions the Club's Board shall determine via electronic balloting. Such balloting must be conducted by an independent organization that specializes in electronic balloting. In order to conduct such business via electronic balloting, a member must sign a written authorization agreeing to this method of balloting, which is revocable, and must furthermore agree to release the Club from any liability should the member's ballot be received late or not received by the member due to circumstances beyond the Club's control. Members not providing such written authorization will continue to receive all materials via regular mail.

SECTION 3. Annual Elections. At the annual election of officers, Board, and AKC Delegate, who may be, but need not be, a Board member or officer of the Club, the vote shall be conducted by ballot as provided in Section 4 (d) below. The President, Secretary, Corresponding Secretary, and three (3) Directors shall be elected in odd numbered years. The Vice President, Treasurer, and three (3) Directors shall be elected in even numbered years. All officers and directors shall be elected for two-year terms. The AKC Delegate will be elected on years divisible by four (4) for a four-year term. The Board shall appoint one (1) independent inspector of election or an independent ballot association, who will utilize an anonymous electronic voting system to receive and count the ballots. Ballots, to be valid, must be received by

February 15th. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of election, is unable to serve for any reason, such nominee shall not be elected, and the vacancy so created shall be filled by the new Board in the manner provided by these Bylaws.

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 Chair shall be chosen by the Board before September 1st. The Nominating Committee Chair shall choose the remainder of the Nominating Committee. The Nominating Committee shall consist of at least three (3) members from different areas of the United States; all members must be in good standing, and no more than one (1) of whom may be a member of the current Board. The Nominating Committee may conduct its business, as further set forth herein, by mail, email, telephone conference call, videoconference call, or other permitted electronic means.

(a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each position on the Board and shall procure the acceptance of each nominee so chosen. The Nominating Committee should consider geographical representation of the membership on the Board to the extent that it is practical to do so. Prior to November 15th, the Nominating Committee shall submit its slate of candidates to the Secretary, who shall submit the list, including the full name of each candidate and the name of the state in which he/she resides, to each voting member in good standing of the Club on or before November 30th, so that additional nominations may be made by the members if they so desire.

(b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received at the Secretary's address or email address on or before December 31st. Petitions must be signed by five (5) members in good standing and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. Except for the position of the AKC Delegate, no person shall 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.

(c) If no valid additional nominations are timely received by the Secretary on or before December 31st, the Nominating Committee's slate shall be declared elected on March 1st, and no balloting will be required.

(d) If one or more valid additional nominations are timely received by the Secretary on or before December 31st, the Secretary shall, on or before January 15th, submit to each voting member in good standing, an anonymous electronic ballot listing all nominees for each position in alphabetical order, with the names of the states in which they reside. For those voting members who opt-in to receiving Club

notifications via regularly mail, the Secretary shall submit to those members the ballot described hereinabove, together with a blank envelope and a return envelope addressed to the inspector of elections marked "Ballot" and bearing the name of the member to whom it was sent. So that ballots may remain secret, each member voting by regular mail shall, after marking their ballot, seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the inspector of elections. On February 15th, the inspectors of election shall check the returns against the list of members whose dues are paid for the current year, prior to checking the results of the electronic balloting and prior to opening the outer envelopes and removing the blank envelopes and shall certify the eligibility of the voters as well as the results of the voting. The inspectors of election shall forward a notarized copy of the results to the Secretary prior to February 25th.

(e) Nominations cannot be made at the annual meeting or in any manner other than as provided above.

ARTICLE VI

Committees

SECTION 1. Standing and Special Committees. The Board may, but is not required, each year appoint standing committees to advance the work of the Club in such matters as dog shows, field trials, obedience trials, trophies, annual prizes, membership, and other fields which may well be served by committees. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. Termination of Committee Appointments. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee. The Board may appoint successors to those persons whose service has been terminated.

ARTICLE VII

Discipline

SECTION 1. AKC Suspension. Any member who is suspended from **any of** the privileges of the AKC 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 notarized charges with specific facts must be filed in duplicate with the Secretary together with a deposit of twenty-five dollars (\$25.00) which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing by

whatever means permitted by these Bylaws. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting. 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 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 or the Breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date 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 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 charges be sustained after hearing all 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 no more than six (6) months from the date of the hearing, or until the next annual meeting if that occurs 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 or her fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee 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 decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member from the Club may be accomplished only at the 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 in his or her own behalf. The meeting shall then vote by secret written ballot 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 the expulsion is not so voted the suspension shall stand.

ARTICLE VIII

Amendments

SECTION 1. Amendments to the Constitution and Bylaws and to the Standard for the Breed may be proposed by the Board or by written petition addressed to the Secretary signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Secretary for a secret vote within three (3) months of the date when the petition was received by the Secretary. Proposed amendments to the standard for the Breed must be submitted to the voting members in good standing with recommendations of the Board by the Secretary for a secret vote following the procedures established by the AKC Board.

SECTION 2. The Constitution, Bylaws, and/or the Standard for the Breed may be amended at any time in accordance with AKC policies, provided notice of the proposed amendment has been sent by the Secretary to each member in good standing in accordance with Article V of the Bylaws. The notice shall specify a date, no less than thirty (30) days after submission, by which the ballots must be returned to the Secretary to be counted. The favorable vote of two-thirds (2/3) of the members in good standing who return valid ballots within the time limit shall be required to affect any such amendment.

SECTION 3. No amendment to the Constitution and Bylaws or to the Standard for the Breed that is adopted by the Board shall become effective until it has been approved by the Board of Directors of the AKC.

ARTICLE IX

Dissolution

SECTION 1. The Club may be dissolved at any time by written consent of no less than two-thirds (2/3) of the members in good standing. In the event of the dissolution of the Club, other than for the purposes of re- organization, 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 of its members. 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.

ARTICLE X

Order of Business

SECTION 1. At meetings of the Club, the order of business, so far as character and nature of the meeting may permit, shall be as follows:

Roll Call

Minutes of the last meeting
Report of the President
Report of the Secretary
Report of the Corresponding Secretary
Report of the Treasurer
Report of the AKC Delegate
Reports of Committees
Election of new members
Unfinished business
New business
Adjournment

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

Minutes of the last meeting
Report of Secretary
Report of Corresponding Secretary
Report of Treasurer
Report of the AKC Delegate
Reports of Committees
Unfinished business
Election of new members
New business
Adjournment

SECTION 3. The rules, as 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.

Adopted: 06/24/76

Revised: 06/28/81
12/15/83
08/08/88
10/20/88
09/20/99
11/06/07 (Date of AKC Approval)
07/12/2022
DATE 2026