

THE ENGLISH SETTER ASSOCIATION of AMERICA, Inc.

THIS IS THE NATIONAL “parent” organization for the breed in the United States. Formed in 1931, it is the only member of The American Kennel Club, which is devoted to the interests of the English Setter. The American Kennel Club itself is an association of dog clubs, not of individuals, and it accepts only one group for each breed as a member club.

The English Setter Association of America, Inc. Membership includes individuals interested in English Setters from all parts of the United States, Canada, South America, Europe, Great Britain, Australia and New Zealand. Meetings are held once a year in conjunction with the National Specialty, which is held in different parts of the United States. The Constitution and By-Laws given below outline the objectives and functions of the Association. Anyone interested in English Setters may apply for membership by writing the Secretary whose address is printed on the back cover of this booklet.

CONSTITUTION

ARTICLE I

Name and Objects

SECTION 1: The Name of the Corporation shall be THE ENGLISH SETTER ASSOCIATION OF AMERICA, INC.

SECTION 2: The objects of the Association shall be:

- (a) To encourage and promote quality in the breeding of pure-bred ENGLISH SETTERS and to do all possible to bring their natural qualities to perfection;
- (b) To encourage the organization of independent local ENGLISH SETTER Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club;
- (c) 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;
- (d) To do all in its power to protect and advance the interest of the breed and to encourage Sportsman like competition at dogs shows, field trails and obedience trials;
- (e) To conduct sanctioned matches, specialty shows, field trials and obedience trials under the rules of The American Kennel Club.

SECTION 3: The Association shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Association shall inure to the benefit of any member or individual.

SECTION 4: The members of the Association shall adopt and may from time to time revise such By-Laws as may be required to carry out these objects.

BY-LAWS

ARTICLE I

Membership

SECTION 1: Eligibility. There shall be one type of voting membership, 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 Association. Additionally, non-voting memberships shall be available to juniors (under the age of eighteen) and to local English Setter Clubs recognized by the Board of Directors.

SECTION 2: Dues. Membership dues in an amount established prior to the month of November by the Board of Directors are payable on or before the 1st day of January each year. The Board may establish a special dues rate for Juniors, Husband and/or Wife and their children under the age of eighteen and Legally Registered Households and their children under the age of eighteen. Any member whose dues are not paid for the current year shall be considered a member not in good standing and shall not be entitled to nominate candidates for office, be a candidate for office, hold office, vote or receive any privileges of Association membership. A statement of dues for the ensuing year shall be sent to each member no later than December 1st.

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 this Constitution and By-Laws and the Rules of The American Kennel Club. The application shall state the name and address of the applicant and shall carry the endorsement of two members in good standing, not of the same household. Accompanying the application, the prospective members shall submit dues payment for the current year. Upon receipt of the application, the applicant's name and address shall be printed in the Association Newsletter. Unless an objection in writing is received by the Secretary within thirty (30) days of the mailing date of the Newsletter, the applicant shall become a member of the Association. If such objection is received, the applicant shall be notified by the Secretary by Certified Mail. The applicant shall have thirty (30) days to respond, from the date of receipt of such notification. No later than thirty (30) days following receipt of such response, the Board of Directors, by written mail vote, shall pass on the applicant. Affirmative votes of 2/3 of the Board Members voting, by secret ballot, shall be required to elect such applicant. An application which has failed acceptance by the Board may be presented by one of the applicant's endorsers at the next meeting of the Association and the Association may elect such applicant by favorable vote of 75% of the members present.

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

- (a) By resignation. Any member in good standing may resign from the association upon written notice to the Secretary; but no member may resign when in debt to the Association. Dues obligations are considered a debt to the Association 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 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.
- (c) By Expulsion. A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

ARTICLE II Meetings

SECTION 1: Annual Meeting. The annual meeting of the Association shall be held during the months of September, October or November in conjunction with the Association's National Specialty Show, at a place, date and hour designated by the Board of Directors. Written notice of the annual meeting shall be sent to each member at least thirty (30) days prior to the meeting. The quorum for the annual meeting shall be 10% of the members in good standing.

SECTION 2: Special Association Meetings. Special Association meetings may be called by the President or by a majority vote of the membership 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 10% of the members in good standing. Such meetings shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of each meeting shall be 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 Association business may be transacted. The quorum for such a meeting shall be 10% of the members in good standing.

SECTION 3: Board Meetings. Meetings of the Board of Directors shall be held in conjunction with the Association's National Specialty Show and at such other 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 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 the Board Meeting shall be a majority of the Board voting in person, by mail, FAX or telephone conference call.

SECTION 4: The Board of Directors may conduct its business by mail, FAX or telephone conference call through the Secretary. Items voted upon by telephone conference call must be confirmed in writing within seven (7) days.

SECTION 5: Proxy Voting shall not be allowed at any meetings of the Association or its Board of Directors.

ARTICLE III Director and Officers

SECTION 1: Board of Directors. The Board shall be comprised of the President, thirteen (13) Vice-Presidents, Secretary and Treasurer, all of whom shall be members in good standing and residents of the United States. The thirteen (13) Vice-Presidents shall be designated to represent the regions which the Board of Directors select as those most active in the breed's interest or shall be designated as Vice-Presidents At-Large. Such regions shall be reviewed by the Board by December of each year to determine if any changes in districting are needed. Such changes, if any, shall be approved by a two thirds majority of votes received by mail from the Board. No more than three (3) of these thirteen (13) Vice-Presidents may be designated as Vice-Presidents At-Large. Officers shall be elected for two year terms as provided in Article IV, and shall serve until their successors are elected. The President, Treasurer, and six (6) Vice-Presidents shall be elected one year and the Secretary and seven (7) Vice-

Presidents in alternate years. General management of the Association's affairs shall be entrusted to the Board of Directors.

SECTION 2: Officers. The Association's officers shall serve in their respective capacities both with regard to the Association and its meetings and the Board and its meetings.

(a) The President, or in his absence one of the Vice-Presidents At-Large, shall preside at all meetings of the Association and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those specifically specified in these By-Laws.

(b) The Vice-Presidents shall represent the general membership of the Association. They shall do this by communicating with their constituents both to understand and represent their interests to the Board of Directors and to communicate the actions and rationale of the Board of Directors to their constituents.

(c) The Secretary shall keep a record of all meetings of the Association and of the Board and of all votes taken by mail, and of all matters of which a record shall be ordered by the Association. The Secretary shall have charge of the correspondence, notify members of meetings, notify officers and Directors of their election to office, keep a roll of the members of the Association with their addresses, and carry out such other duties as are prescribed in these By-Laws.

(d) The Treasurer shall collect and receive all monies due or belonging to the Association. He shall deposit the same in a bank approved by the Board, in the name of the Association. His books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the Association's finances and every item of receipt or payment not before reported; and at the annual meeting he 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.

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; a vacancy in the office of President shall be filled by one of the Vice-Presidents At-Large and the resulting vacancy in the office of Vice-President At-Large shall be filled by the Board.

ARTICLE IV

The Association Year, Voting, Nomination, Elections

SECTION 1: Association Year. The Association's fiscal year shall begin on the first day of January and end on the thirty-first day of December. The elected officers shall take office on August 10th and each retiring officer shall turn over to his successor in the office all properties and records relating to that Office within thirty (30) days after the election.

SECTION 2: Voting at the Annual Meeting or at a special meeting of the Association shall be limited to those members in good standing who are present at the meeting, except for the annual election of officers, amendments to the Constitution and By-Laws, changes to the Standard of the breed, selection of time, location, and judges for Association specialty shows and all other matters which, in the opinion of the Board, are of sufficient importance which shall be decided by written ballot cast by mail.

SECTION 3: Nominations and Ballots. During the month of April, the Secretary shall send a nomination form to each member in good standing. Each such member may nominate candidates for the offices of President, Secretary, Treasurer, Vice-Presidents At-Large and Vice-President for their respective region. The Secretary shall notify each nominee of the office(s) for which he has been nominated by May 15th. The nominees shall notify the Secretary in writing by June 15th of the one (if any) office for which they are willing to be a candidate. Each accepting candidate will appear on the ballot for each position in alphabetical order.

SECTION 4: Annual Election. Mail ballots for the election of officers shall be mailed by the Secretary on or before July 10th to members in good standing who may vote for the offices of President, Secretary, Treasurer, Vice-Presidents At-Large, and Vice-President for their respective region. Ballots are to be returned by August 10th to a Certified Public Accountant selected by the Board and the results of his validating and tabulating are to be reported to the Secretary who shall promptly notify all candidates of the election results. The remainder of the Association members shall be informed of the newly elected officers within thirty (30) days.

ARTICLE V

Committees and AKC Delegate

SECTION 1: The President, subject to approval of the Board, may appoint each year standing committees to advance the work of the Association in such matters as dog shows, field trails, obedience trials, trophies, annual awards, membership, and other areas 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 President, subject to the approval of the Board, to aid him on particular projects.

SECTION 2: Any committee appointment may be terminated by the President, subject to the approval of the Board, upon written notice to the appointee, and the President, subject to the approval of the Board, may appoint successors to those persons whose service has been terminated.

SECTION 3: The President, subject to the approval of the Board, shall appoint the Association's Delegate to American Kennel Club who shall serve until his appointment is terminated by the President, subject to the approval of the Board. The duties of the Delegate shall be to represent the interests of the Association and its members to The American Kennel Club and to communicate. The American Kennel Club actions to the Association and its membership.

ARTICLE VI

Discipline

SECTION 1: American Kennel Club Suspension. Any member who is suspended from the privileges of The American Kennel Club shall be suspended from the privileges of this Association 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 Association or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25.00 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 constitute conduct prejudicial to the best interests of the Association or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Association or the breed it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of hearing by the Board or a Committee of not less than three members of the Board, not less than three (3) weeks nor more than six (6) 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 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 Association for not more than six 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 fellow members at the ensuing Association 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 Association may be accomplished only at the annual meeting of the Association following a hearing and upon the recommendation of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his 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 own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

ARTICLE VII
Ammendments

SECTION 1: Amendments to the Constitution and By-laws and to the Standard for the breed 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 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 Constitution and By-Laws and the Standard for the breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The notice shall specify a date not less than thirty (30) days after the date of mailing by which date the ballots must be returned to the Secretary to be counted. The favorable vote of two-thirds of the members in good standing who shall return valid ballots within the time limit shall be required to effect any such amendment.

SECTION 3: No amendment to the Constitution and By-Laws or to the Standard for the breed that is adopted by the Association shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE VIII
Dissolution

SECTION 1: The Association may be dissolved at any time by the written consent of not less than two-thirds of the members voting by mail. In the event of the dissolution of the Association whether voluntary or involuntary, other than for purposes of reorganization, or by operation of law, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any member of the Association, but after payment of debts of the Association, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX
Order of Business

SECTION 1: At meetings of the Association, the order of business as 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

Reports of Committees
Reports from Local English Setter Clubs
Unfinished Business
Election to Membership
New Business
Adjournment

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

Reading of Minutes of Last Meeting
Report of President
Report of Secretary
Report of Treasurer
Reports of Committees
Unfinished Business
Election to Membership
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 Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any other special rules of order the Association may adopt.