

## CONSTITUTION

### ARTICLE I — NAME and OBJECTIVES

**Section 1.** The name of the organization shall be THE BOYKIN SPANIEL SOCIETY.

**Section 2.** The objectives of the Boykin Spaniel Society shall be:

(a) to serve as the principal registry for purebred Boykin Spaniels and to maintain accurate and accurate and complete records of all Boykin Spaniels registered. These records shall be known as the Boykin Spaniel Registry.

(b) to advance the use of the breed standard by all members and breeders in the selection and breeding of the Boykin Spaniel.

(c) to encourage and promote the breeding of healthy purebred Boykin Spaniels and to do all possible to perpetuate their natural hunting ability.

(d) to do all in its power to protect and advance the interest of the breed by encouraging responsible breeding practices and sportsmanlike competition.

(e) to promulgate, adopt and enforce a code of ethics for members and breeders.

(f) to serve society members and the general public by offering resources for information concerning the attributes of the Boykin Spaniel.

**Section 3.** The Boykin Spaniel Society shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Boykin Spaniel Society shall inure to the benefit of any member or individual.

## BY-LAWS

### ARTICLE I — MEMBERSHIP and DUES

**Section 1.** Eligibility: There shall be three (3) types of membership (general, sponsor and life time) open to all persons interested in the perpetuation of the Boykin Spaniel Society. Any member, regardless of classification, has a right to (a) receive publications published by the Society (b) serve as a Director and/or on committees as provided for in the By-laws (c) participate in the election of members of the Board of Directors (d) vote on other matters designated by the Board of Directors (e) attend membership meetings and (f) submit proposals for consideration by the Board of Directors either in writing or by requesting to appear before the Board of Directors.

The member has the obligation to (a) uphold and abide by the Constitution, By-Laws, Code of Ethics and Rules and Regulations of the Boykin Spaniel Society (b) fulfill the

requirements of office if elected or appointed and (c) pay dues as required by the By-Laws.

**Section 2.** Membership dues shall be set by the Board of Directors payable upon joining the Society and annually thereafter. Nonpayment of dues constitutes automatic resignation.

**Section 3.**

(a) Termination of membership may be by resignation, death or by order of the Board of Directors in the event that the Board of Directors, determines, in its sole discretion, that the member failed to uphold the Constitution, By-Laws, Code of Ethics and Rules and Regulations of the Boykin Spaniel Society, including but not limited to a failure to fully and accurately disclose all information requested on the Society's Application for Registration of an Individual Dog or Application for Litter Registration, as these forms now exist or may hereafter be amended or modified by the Board of Directors. There shall be no refund of dues for termination of membership.

(b) In the event that the Board of Directors votes, by majority of Directors present at a duly constituted meeting, to suspend, terminate or expel a member, such member shall be entitled to:

(i) notice of action by the Board of Directors at least fifteen (15) days prior to the effective date of the suspension, termination or expulsion and the reasons therefore; and

(ii) an opportunity to be heard by the Board of Directors and present relevant facts and circumstances, orally or in writing, not less than five (5) days before the effective date of the action by the Board of Directors.

(c) Any written notice required pursuant to this section shall be given by first class or certified mail, electronic mail, or other means as become available from time to time and are approved by the Board of Directors and such written notice shall be sent to the last address of the member shown on the Society's records. A proceeding challenging an expulsion of a member, including a proceeding in which defective notice is alleged, must be commenced within one (1) year after the effective date of the expulsion.

(d) A member who resigns or has been suspended, terminated or expelled shall remain liable to the Society for all financial obligations incurred or commitments made before resignation, suspension, termination or expulsion.

**ARTICLE II— MEETINGS and VOTING**

**Section 1.** Meetings for all Society members shall be called at the discretion of the Board of Directors or on the written request of ten (10) percent of the membership. Written notice shall be mailed or by electronic or other means as become available from

time to time and are approved by the Board of Directors by the Secretary at least two (2) weeks prior to the meeting. The Board of Directors shall call at least one (1) regular meeting of the members each year, which shall serve as the Society's annual meeting. Notice of any special meeting shall include notice of the purpose for which the meeting is called.

**Section 2.** Those members of the Society present at a called meeting shall constitute a quorum. Members shall be entitled to vote by proxy, which may be submitted to the Secretary by mail or any electronic or other means as become available from time to time and are approved by the Board of Directors.

**Section 3.** When, in the judgement of the Board of Directors, any question shall arise that should be put to a vote of the members, and when the Board deems it inexpedient to call a special meeting for that purpose, the Board may submit the matter to the members in writing by mail, or electronic mail or other means as become available from time to time and are approved by the Board of Directors for vote and decision. (a) The question thus presented shall be determined according to a majority of the votes received by mail or electronic mail or other means as become available from time to time and are approved by the Board of Directors within three (3) weeks after such submission to members. (b) Action taken in this manner shall be as effective as action taken at a duly called meeting. (c) The written ballot shall set forth each proposed action, provide an opportunity to vote for or against each proposed action, indicate the number of votes necessary to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and specify the time and manner by which a ballot must be received by the Society in order to be counted.

### **ARTICLE III — DIRECTORS and DUTIES**

**Section 1.** The Board of Directors shall govern the Society, execute its objectives, control its property and take such other and further lawful actions as it determines to be necessary and proper to carry out the intent and purpose of the Constitution and By-Laws. In addition, the Board of Directors shall elect officers of the Society, approve appointments to standing and special committees and set salaries of its employees.

**Section 2.** The Board of Directors shall be comprised of fifteen (15) members. The members of the Board of Directors will be elected by the membership and as far as is practical, come from the geographical areas represented by the membership.

**Section 3.** As provided in Article VI, Section 5, the Committee on Nominations shall recommend candidates to the Board of Directors in the Fall of each year. The Board of Directors shall then determine its approved slate of candidates for directorships, which may or may not be identical to the Committee on Nomination's recommendations. The Board of Directors' slate shall be published in the January newsletter, magazine or such other official publication of the society as may be designated from time to time, together with an invitation for additional nominations or resumes and a procedure for their submission. To be valid, additional nominations must have been submitted to the

society for review by the Committee on Nominations prior to the published Fall submission deadline, be accompanied by a resume of the candidate being nominated and must comply with the published submission procedures. In the event that no additional nominations or applications are received by the published deadline, the Board of Directors' approved slate shall be deemed approved unanimously by the members.

**Section 4.** Directors shall be elected for three year terms and no more than five (5) directors shall be elected in any one (1) year. No member shall serve more than two (2) consecutive terms and is eligible to serve again as a Director only after the lapse of one (1) year from his last term. A Director who was appointed to fill a vacancy and has served at least one-half (1/2) of that term shall be considered to have served a full term.

**Section 5.** Term of office for duly elected Directors shall begin at the adjournment of the Board of Directors' regularly scheduled annual spring meeting and the Director shall continue in office until his successor shall have been elected and qualified or until his death or until he shall resign or shall have become disqualified or shall have been removed in the manner herein after provided.

**Section 6.** Any vacancy on the Board of Directors by reason of resignation, death, disqualification or otherwise, such as not having elected a full slate of five (5) Directors in the Spring, may be filled by appointment by a majority of the Directors voting at any meeting of the Board. The term shall commence on appointment and expire at the time of the next election of Directors.

**Section 7.** Meetings of the Board of Directors shall be held at least twice each year. Regular meetings shall be scheduled by the Board and written notice of each special meeting shall be delivered to the members of the Board of Directors by the Secretary in advance of the meeting not less than the minimum number of days required for notices in accordance with applicable South Carolina law. Written notice may be mailed or delivered by electronic or other means as become available from time to time and are approved by the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman or shall be called by the Chairman upon written request of five Directors.

**Section 8.** Those members of the Board of Directors present at a special or regular meeting shall constitute a quorum to carry on the business of the Society, unless a higher number of directors are required by law or under these By-Laws to establish a quorum.

**Section 9.** Removal of Directors may be made with or without cause by vote of a majority of the members electing such Director. A Director elected by the members may be removed by the members only at a meeting called for the purpose of removing the Director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director. A Director may also be removed by majority vote of the remaining Board of Directors in office if such Director fails to uphold the standards for a member found in Article I, Section 1 of these By-Laws.

**Section 10.** The Board of Directors shall, at its sole discretion, promulgate, adopt and amend all rules and regulations for the governance of the Society, including the Code of Ethics and the Boykin Spaniel Registry and shall enforce established rules and regulations through private and/or public reprimand, refusal to register, debar further registration, suspension, termination or expulsion of a member, or other appropriate penalties as determined by the Board. Such rules and regulations now or hereafter established the Board of Directors may be grounds to suspend, terminate or expel a member in accordance with the terms of Article I, Section 3.

**Section 11.** These By-Laws shall be construed as granting to the Board of Directors the power and authority to act for the benefit of the Society to the fullest extent allowed by law. In the event of a determination by a court of competent jurisdiction that these By-Laws exceed any lawful limitation on the Board of Directors, then these By-Laws shall be deemed to be amended and modified to be consistent and co-extensive with the lawful limits on the power and authority of the Board of Directors.

#### **ARTICLE IV — OFFICERS and DUTIES**

**Section 1.** The officers of the Society shall be Chairman, Vice-Chairman, Secretary, and Treasurer. The Committee of Nominations shall recommend individuals from the Board of Directors to fill the offices. Officers shall serve terms of one (1) year each and are eligible for re-election for an indefinite number of terms.

Only members of the Board of Directors are eligible to serve as officers.

**Section 2.** At the annual spring Board of Directors' meeting, officers for the ensuing year shall be elected by the existing Directors and the elected officers' terms shall commence at adjournment of the meeting.

**Section 3.** The Chairman shall be chief officer of the Society and shall preside at all meetings of the Society, the Board of Directors and the Executive Committee. The Chairman shall perform all such other duties as are incident to the office of Chairman of the Board or as required of him by the Board of Directors and shall appoint standing and special committees with Board approval and shall be an ex-officio member of all committees except the Committee on Nominations.

**Section 4.** The Vice-Chairman shall perform all duties of the Chairman in the event of Chairman's disability or absence from meetings. If a vacancy occurs in the office of Chairman, the Vice-Chairman shall serve as Chairman.

**Section 5.** The Secretary shall record and keep the minutes of all meetings of the Board of Directors and the Executive Committee, conduct the general correspondence of the Society and Board of Directors and notify the Board of Directors of meetings and keep a roll of members. The Executive Secretary may be appointed to assist the Secretary and to perform such duties in connection with the work of the Secretary as designated by the Board of Directors.

**Section 6.** The Treasurer shall collect and receive all funds due the Society and shall deposit these monies in the Society's bank accounts and provide for expenditures of such funds, give a financial report to the Board of Directors and Executive Committee at each meeting and submit all books of account for audit as specified by the Board of Directors. The Executive Secretary may be appointed to perform such duties in connection with the work of Treasurer as designated by the Board of Directors.

## **ARTICLE V — ELECTIONS**

**Section 1.** In the event that, after following the nomination procedures under Article III, §3 and Article V, §5 of these By-Laws, there are more candidates than open positions for directors, then the election of members of the Board of Directors shall take place annually after the first (1st) of January each year at the annual meeting of the members or by written mail in ballot, or electronic or other means as become available from time to time as determined and approved by the Board of Directors. Any member shall be eligible to serve as a director unless otherwise stipulated in these By-Laws.

**Section 2.** In the event that the Board of Directors determines that the Election of Directors will not or cannot be held at the annual meeting, then such election of directors shall be by secret mail in ballot or electronic or other means as become available from time to time and are approved by the Board of Directors and in accordance with Article II, Section 3. The five (5) candidates in any given year receiving the highest number of votes cast shall be elected. In the event of a tie, the Chairman of the Board (at the next Executive Committee meeting) shall flip a coin to decide the winner at the annual meeting or, if the election is by secret mail in ballot or electronic or other means as become available from time to time and are approved by the Board of Directors, at the next executive committee meeting.

## **ARTICLE VI— COMMITTEES**

**Section 1.** Standing committees of the Society shall be Executive, Registry, Finance, Trial, Information Resources and Nominating. Members of standing committees shall be appointed by the Chairman with approval of the Board of Directors to serve until the next year or until their respective successors are appointed. The Chairman of a standing committee (exception being the Chairman of Committee on Nominations) shall be a Director of the Society and members of the standing committees may be either Directors or members of the Society.

The absence of a committee member from two (2) consecutive committee meetings without valid reason shall constitute an automatic resignation. No committee, except the Executive Committee as provided in Section 2 hereunder, shall have the authority to bind the Board of Directors or the Society.

**Section 2.** The Executive Committee of the Board of Directors shall be composed of the Chairman, Vice-Chairman, Secretary and Treasurer. The Executive Committee shall meet as called by the Chairman to (a) carry out details of Board of Directors

action, (b) devise and recommend to the Board of Directors measures for the growth and prosperity of the Society, and (c) employ and oversee the officers in conducting the business of the Society. Minutes of all meetings and telephone conferences of this committee shall be kept and submitted to the Board of Directors. This committee shall have all the powers of the Board of Directors to transact of an emergency nature between Board of Directors meetings. Such transacted business may be rescinded by a majority vote of the Board of Directors.

**Section 3.** The Registry Committee shall consist of not fewer than five (5) persons and shall:

(a) meet when notified by the Chairman of the Society and/or the Registry Committee;

(b) propose rules for the efficient operation of the registry for consideration and adoption by the Board of Directors, supervise the Boykin Spaniel Registry and report all findings to the Board of Directors;

(c) investigate registry rule violations and report all findings and any recommendations to the Board of Directors for possible disciplinary action against any member who appears to be violating the intent of the Registry; and

(d) keep minutes and make a report of all meetings to the Board of Directors.

Section 4. The Trial Committee shall consist of no fewer than five (5) persons and shall:

(a) meet when notified by the Chairman of the Society and/or the Trial Committee;

(b) study and recommend rules and regulations to the Board of Directors for all Boykin Spaniel Society Trials;

(c) oversee and conduct all Trials sponsored by the Society; and

(d) keep minutes and make a report of all meetings to the Board of Directors.

**Section 5.** Committee on Nominations shall consist of no fewer than five (5) persons. These shall be the current Chairman of the Society, the most recent past Chairman of the Society who is willing and able to serve (such person would also serve as Chairman of the Committee), and three members of the Society in good standing who are appointed by the Chairman of the Society. The Committee on Nominations shall:

(a) recommend to the Board of Directors at its fall meeting the persons (in accordance with Article III, Section 2) who are willing to have their name placed on the ballot to serve for a three (3) year term as Director. The approved slate will be presented to the membership in the January newsletter, magazine or other official

publication of the Society with an invitation for additional nominations. To be valid, additional nominations must have been timely submitted and accompanied by a resume for the candidate prior to the published Fall submission deadline, and have been reviewed by the Committee of Nominations;

(b) submit a slate of nominees for officers for election for the ensuing year to the Board of Directors and

(c) keep minutes and make a report of all meetings to the Board of Directors.

**Section 6.** The Finance Committee shall consist of not fewer than five (5) persons and shall:

(a) at the beginning of each fiscal year, prepare a detailed budget which shall be submitted to the Board of Directors for revision and approval;

(b) recommend to the Board of Directors and Executive Committee the best investments for the monies of the Society and

(c) keep minutes and make a report of all meetings to the Board of Directors.

**Section 7.** The Information Resources committee shall consist of not fewer than five (5) persons and shall:

(a) meet when notified by the Chairman of the Society and/or the information resources committee;

(b) prepare and propose educational and informational materials for approval by the Board of Directors prior to publication in the newsletter, magazine or other official publication of the Society or posting on the Society's official website or similar medium;

(c) keep minutes and make a report of all meetings to the Board of Directors.

**Section 8.** One or more Special Committees may be created by the Board of Directors, in its sole discretion and shall:

(a) consist of as many members as the Board of Directors MAY determine;

(b) investigate and study matters relating to specific objectives, functions, and/or business of the Society that are of an immediate or nonrecurring character;

(c) terminate when the assignment is completed or unless discontinued by the Board; and

(d) keep minutes and make a report of all meetings to the Board of Directors.



## **ARTICLE VII— AMENDMENTS**

Amendments to the Constitution and By-Laws may be recommended by a member in writing to the Chairman of the Board of Directors or by written petition of ten (10) percent of the membership addressed to the Chairman. Amendments to the Constitution and By-Laws shall be voted upon by the membership. The amendments to the Constitution and By-Laws may be passed by two-thirds (2/3) of those members voting. Notice of the meeting at which the proposed amendment is to be considered must be sent to the members at least two (2) weeks prior thereto either by mail or any electronic or other delivery means that become available from time to time and are approved by the Board of Directors and must include a statement that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment.

Amendments to rules and regulations for the governance of the Society, including but not limited to the Code of Ethics and the Rules of the Boykin Spaniel Registry, may be made by the affirmative vote of two-thirds (2/3) of all Directors. In the event that such proposed amendments are not approved by two-thirds (2/3) of all Directors, upon the vote of a majority of all Directors, such proposed amendments shall be submitted to the membership for approval.

## **ARTICLE VIII— DISSOLUTION**

The Society may be dissolved by the vote of not less than two-thirds (2/3) of the members voting and none of the property of the Society nor any assets shall be distributed to any members of the Society nor any assets shall be distributed to any members of the Society, but, after payment of all debts, the Society property and assets shall be given to a charitable organization or organizations selected by the Board of Directors. Notice of the meeting at which dissolution is to be considered must be sent to the members at least two (2) weeks prior to the meeting either by mail or any electronic or other delivery means that become available from time to time and are approved by the board of directors and must include a statement that the purpose, or one of the purposes, of the meeting is to consider dissolving the Society and contain or be accompanied by a copy or summary of the plan of dissolution. If the Board of Directors seeks to have dissolution approved by the members by written consent or written ballot, the material soliciting approval shall contain or be accompanied by a copy or summary of the plan of dissolution.

## **ARTICLE IX — PARLIAMENTARY AUTHORITY**

**Section 1.** The rules contained in "Robert's Rules of Order, Revised" shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or the Special Rules of Order of this Society.