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, as determined 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 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, at the next executive committee meeting.

ARTICLE VI – COMMITTEES

Section 1. Standing committees of the Society shall be: (a) Executive, Registry, Finance, Trial, Information Resources and Nominating. Members of standing committees shall be appointed by the Chairman 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 at least once a year to: (a) carry out details of Board of Directors action, (b) devise and recommend to the Board of Directors measures for the good and welfare of the Society and (c) elect and oversee the officers in conducting the business of the Society. Minutes of all meetings and telephone conferences of this committee shall be mailed to all 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 Boykin Spaniel 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 position or another person who would also serve as Chairman of the Committee; the current 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 or any other official publication of the Society with a request for additional nominations; (b) submit a slate of nominees to all members for election for the ensuing year 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; and (b) recommend to the Board of Directors and Executive Committee the best investments for the monies of the Society.

Section 7. The Information Resources Committee shall consist of not fewer than five (5) persons and shall: (a) when requested by the Chairman of the Society and/or the Information Resources Committee; (b) prepare and propose educational and informational materials for approval of the Board of Directors; (c) order publication in the newsletter, magazine or other official publication of the Society or on posting on the Society’s official website or a 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 directed to do otherwise 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 fourteen (14) days prior to such meeting and shall 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 member of the Society, nor any assets shall be distributed to any members of the Society, but, after 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 fourteen (14) days prior to such meeting and shall 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 petition, such approving 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.
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 meetings of the Board of Directors either in writing or by requesting to appear before the Board of Directors.

The members have 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. Termination of membership may be by resignation, death of member, removal in the judgement of the Board of Directors, (d) vote on other matters designated by the Board of Directors either in writing or by requesting to appear before the Board of Directors.

Section 4. 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 inexperienced to call a special meeting for that purpose, the Board may submit the matter to the members in writing by mail for vote and decision. (a) The question thus presented shall be determined in accordance with the votes received by mail within three (3) weeks after such submission to members. (b) Action taken in this manner shall be as effective as action taken at a meeting. 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 make the: ballot requirements, state the percentage of approvals necessary to approve each matter, and specify the time by which a quorum shall be received by the Society in order to constitute a meeting.

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 actions as its members may desire necessary and proper to carry out the intent and purpose of the Constitution and By-Laws. In addition, the Board of Directors shall, from time to time, 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 members.

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, after discussion and in the manner of the By-Laws, shall choose three (3) officers, including the Chairman, from among the candidates for directorships, which may or may not be identical to the Committee on the Board of Directors name its candidates for directorships, which may or may not be identical to the Committee on the Board of Directors name its candidates for directorships, which may or may not be identical to the Committee on the Board of Directors.

Section 4. Directors shall be elected for three year terms and no more than five (5) directors shall be elected in any one year. Any director may be removed at any time, after one (1) year of his term, for cause. Any director removed shall not be eligible to serve as a Director except in cases of re-election and shall have 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 expiration of the regular 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 resigns 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 death, resignation, or expiration of term, or other causes shall be filled by appointment of a majority of the Directors voting at any meeting of the Board. The term shall commence on appointment and shall expire at the expiration of the term of the Director who is being replaced.

Section 7. Meetings of the Board of Directors shall be held at least twice each (a) year. Meetings shall be scheduled by the Chairman. Special meetings of the Board of Directors may be called by the Chairman or by request of ten (10) percent of the membership. Notice of any special meeting shall include notice of the purpose for which the meeting is called.

Section 8. The Board of Directors shall keep an accurate record of all meetings of the Board of Directors. Minutes of all meetings of the Board of Directors shall be recorded and kept by the Secretary at the annual spring meeting and the Director shall serve as the Secretary at all such meetings.

Section 9. The Board of Directors shall, at its sole discretion, promulgate, adopt and amend all rules and regulations of the Society, including the Code of Ethics and the Boykin Spaniel Regulatory® and shall enforce established rules and regulations through private or public reprinam, refusal to register, further registration, suspension, termination or expulsion of a member, or other appropriate penalties as determined by the Board. In the event that the Board of Directors does not establish the Board of Directors may be grounds to suspend, terminate or expel a member in accordance with the terms of Article I, Section 3.

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.

Section 2. The Executive Secretary may be appointed to assist the Chairman in the event of Chairman's disability or absence from meetings. If a vacancy occurs in the office of Chairman, the Executive Secretary may be appointed to serve as officers.

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. In the event of absence or disability of the Chairman, the President of the Board of Directors and the Executive Committee shall appoint and special committees with Board approval and shall be an ex-officio member of all committees except the Committee on Nominations.

Section 4. The Secretary shall publish all of the 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 Executive Secretary may be appointed to assist the Chairman as officers.

Section 5. The Secretary shall record and keep the minutes of all meetings of the Board of Directors and the Executive Committee. The Secretary shall notify the members 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 other duties as are incident to 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 monies. The President shall preside at the meetings of the Board of Directors and the 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 as are incident to the work of the 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