

The Constitution and Bylaws of the Spinone Club of America

CONSTITUTION

ARTICLE 1

Name and Objectives

SECTION 1. The name of the Club shall be the SPINONE CLUB OF AMERICA, INC.

SECTION 2. The objectives of the Club shall be:

(a) to encourage and promote quality in the breeding of pure-bred Spinoni and to do all that is possible to bring their natural qualities to perfection;

(b) to encourage the organization of independent local Spinone 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 Spinoni shall be judged;

(d) to do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike competition at dog shows, obedience trials, agility trials, tracking tests, hunting tests, field trials, and any other events for which the Club or the Spinone breed is eligible;

(e) to conduct sanctioned matches, specialty shows, obedience trials, agility trials, tracking tests, hunting tests, and field trials under the Rules and Regulations of The American Kennel Club.

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

SECTION 4. The members of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objectives.

BYLAWS

ARTICLE I

Membership

SECTION 1. Eligibility. There shall be five types of membership open to persons who are in good standing with the American Kennel Club and The Spinone Club of America who subscribe to the purposes of this Club.

(a) Regular membership

Open to persons 18 years of age and older. Regular membership enjoys all privileges of the Club including the right to vote and hold office.

(b) Household membership

Open to two persons 18 years of age and older who reside in the same household, each enjoying all the privileges of the Club, including each having one vote. Only one household member may hold office at a time.

(c) Junior membership

Open to persons 9-17 years of age. Junior members cannot vote or hold office. Junior members may convert to regular or household memberships upon reaching their 18th birthdays and with their full payment of dues.

The Constitution and Bylaws of the Spinone Club of America

(d) Honorary membership

The Board by majority vote may bestow Honorary membership upon individuals who have made significant contributions to the Spinone breed or to the Club. Honorary members do not pay dues and may not vote or hold office. Should they wish to vote or hold office, they must pay the dues associated with their membership.

(e) Foreign membership

In accordance with AKC rules and regulations, this membership is open to persons who are not residents of the United States (or its territories and possessions). They shall be entitled to all Club privileges except voting and office holding.

SECTION 2. Dues. Membership dues for each type of membership shall be established for the ensuing year by a majority vote of the members present at the annual meeting. Dues are payable on or before the thirty-first day of January of each year. Dues not received on or before March 1 will be considered lapsed. Dues for regular members shall not exceed \$100 per year.

Members joining after December 1 of any year and paying dues shall be credited as having paid dues for the following fiscal year. During the month of December, the membership secretary shall send a dues statement to each member for the ensuing year. No member whose dues are not paid for the current year may vote, run for office, or nominate any person for office.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors (Board) and which shall provide that the applicant agrees to abide by the Constitution and Bylaws, and the rules of the Spinone Club of America and the American Kennel Club. The application shall state the name and address of the applicant and it shall carry the endorsement of two members in good standing. The prospective member shall submit dues payment for the current year with the application.

Applicants may be elected to membership at any Board meeting. Affirmative votes of 2/3 of the Board present at a meeting shall be required to elect an applicant to membership.

An application that has received a negative vote by the Board may be presented by the applicant's endorsers at the next annual meeting of the Club. The members may accept such application by secret ballot and a favorable vote of 75% of the members present. Applicants for membership who have been rejected by the Club may not reapply within 12 months after such rejection.

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. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.

(b) by lapsing. A membership will be considered lapsed and automatically terminated if the member's dues are not received on or before March 1. In no case may a person, whose dues are not paid for the current year, be entitled to vote, run for office, or nominate officeholders. Members who have been automatically terminated will have to rejoin the Club to regain membership privileges.

(c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II

Meetings

SECTION 1

(a) Annual Meeting. The annual meeting of the Club shall be held from March 15 to June 15, in conjunction with the Club's Specialty show if possible, at a place, date, and hour designated by the Board. Should conditions make it

The Constitution and Bylaws of the Spinone Club of America

undesirable to hold a regularly scheduled annual meeting in conjunction with the Club's Specialty Show(s), the Board may cancel the annual meeting or may decide to conduct the annual meeting via an electronic platform that allows for all members in attendance to hear each other simultaneously. Written notice of the annual meeting shall be emailed or mailed to each member at least 30 days prior to the date of the meeting. The Club may send Club notices to members via email provided that the member has authorized this method of communication. The member may revoke authorization at any time by written request to the SCOA Club Membership Secretary. Members not authorizing email notification shall receive Club notices by postal mail. The quorum for the annual meeting shall be 10% of the members in good standing.

(b) The annual meeting for SCOA consists of required (unless canceled due to extreme weather conditions), recommended, and optional elements. These are as follows:

Required: 1) A membership meeting; 2) an AKC conformation show; 3) an AKC obedience trial; 4) a NAVHDA hunt test (must include all levels); 5) an AKC hunt test (must include all levels); 6) President's address and awards presentation; 7) auction or other fund-raising activity; 8) Board meeting; 9) Judges' Seminars.

Recommended: 1) Agility trial (demonstration); 2) tracking test (demonstration); 3) CGC/Therapy Dog test; 5) educational seminars; 6) questions and answers with the Board.

Optional: 1) Health clinics, 2) microchip clinic, 3) Spinone Olympics, 4) Rescue parade.

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 or email. Such meetings shall also be called by the Secretary upon receipt of a petition signed by 15% of the Club members who are in good standing. Such meetings shall be held at such place, date, and hour as may be designated by the Board. Written notice of such meetings shall be mailed or emailed by the Secretary at least 15 days and not more than 30 days prior to the 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 15% of the members in good standing.

SECTION 3. Board Meetings. Board Meetings are defined as gatherings where attendees see and/or hear each other. This includes meeting physically in the same room or by conducting a meeting by video conference or teleconference. The first meeting of the Board shall be held immediately following the election. Other Board meetings shall be held at such times and places as are designated by the President or a majority vote of the entire Board. Written notice of other Board meetings shall be mailed or emailed by the Secretary to each member of the Board at least seven days prior to each meeting. The quorum for a Board Meeting shall be a majority of the Board.

Special meetings of the Board may be called by the President and shall be called upon the written request of three members of the Board. Notice of each special meeting of the Board shall be sent to each member of the Board at least two days prior to convening the special meeting.

SECTION 4. Board Business. The Board may conduct its business by mail through the secretary, email, fax, or telephone conference call, provided it does not conflict with any other provisions of these Bylaws. The means of communications must be available and agreed upon by all Board members. For email communications there must be a procedure to ensure that all individuals participating are eligible Board members and a mechanism to verify that the eligible Board members are participating.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The Board shall be composed of the Officers, three directors, a non-voting Membership Secretary, a non-voting AKC Delegate, and a non-voting Immediate Past President (when applicable), all of whom shall be members in good standing who are residents of the United States.

The officers and directors shall be elected for a two-year term and shall serve until their successors are elected. In order to maintain continuity on the Board, the President, Treasurer, and one Director shall be elected in odd

The Constitution and Bylaws of the Spinone Club of America

numbered years; the Vice President, Secretary, and two Directors shall be elected in even numbered years. No officer or member of the Board may serve for more than three (3) consecutive elected terms. Upon completion of three (3) consecutive elected terms (a total of six (6) consecutive years in elected office) in any position, a minimum period of two (2) calendar years must elapse prior to that member serving in any position, whether by reelection or by appointment.

No member shall be eligible to be elected to an office or to the Board who has not been a member in good standing with the Club for a period of four years preceding such election.

General management of the club's affairs shall be entrusted to the Board of Directors as provided by these Bylaws.

SECTION 2. Officers. The Club's officers, consisting of the President, Vice-President, Secretary, and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings. They shall perform the duties as listed in this section or as assigned.

(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. The President or designated officer or member of the Board is an ex officio member of all committees except the nominating committee and has the same rights as other committee members, but is not obligated to attend meetings of the committees and is not counted in determining the number required for a quorum or whether a quorum is present.

(b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.

(c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken by mail or email and of all matters of which a record shall be ordered by the Club; have charge of the correspondence; notify members of meetings; notify officers and directors of their election to office; and carry out such other duties as are prescribed in these Bylaws.

(d) A Membership Secretary shall be appointed by a majority of the Board and have charge of all correspondence in regard to membership, notify new members of their election to membership, and keep a record of all current members of the Club with each member's address, phone number, and email address. The Membership Secretary is an ex officio non-voting member of the Board.

(e) The Treasurer shall collect and receive all funds due or belonging to the Club. Funds shall be deposited in a bank approved by the Board, in the name of the Club. The books shall at all times be open to inspection of the Board and a report shall be given at every meeting of the condition of the Club's finances and every item of receipt or payment not before reported. At the annual meeting an accounting shall be rendered of all funds received and expended during the previous fiscal year. The Treasurer shall have the authority to issue payment for Club expenses of up to \$250.00. Amounts in excess of this amount must be submitted to the Board for approval prior to payment.

(f) AKC Delegate. This is a Board-appointed position for a term of four years. Among other duties, the Delegate shall report to the Club all actions and matters discussed at the AKC's Quarterly Meetings. The AKC Delegate shall be an ex officio non-voting member of the Board.

(g) Immediate Past President. The last person to serve at least one full term as President shall be known as the Immediate Past President. During the first year of a new President's term, the Immediate Past President shall serve as an ex officio non-voting member of the Board to ensure continuity during governance transitions and organizational change; to help ensure the appropriate succession of Officers and Directors; to support the President in his/her role; and to provide continuity to the organization by providing historical context for issues. The Immediate Past President may participate in Board discussions but shall not have the right to vote.

The Constitution and Bylaws of the Spinone Club of America

SECTION 3. Surety Bond. Any officer, director, or Club member handling Club funds shall, if required by the Board, furnish a surety bond, with approved sureties, in such amount as may be determined by the Board. The expense shall be borne by the Club.

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 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 IV

The Club Year, Voting, Nominations, Elections

SECTION 1. The Club's fiscal year shall begin on February 1 and shall continue through January 31 of the following year.

Club Year. The Club's official year shall begin on the 1st day of May and end on the 30th day of April. The elected officers and directors shall take office on the first day of May following the election and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the election.

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, except for the election of Officers 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 in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs.

SECTION 3. The election of Officers and Directors shall be conducted by secret ballot, which must be received by April 15 and shall be counted by an independent professional firm or in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs and state law.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. In the event of a tie vote, the members present at the meeting shall by vote decide between those tied. If any nominee, at the time of the meeting, 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 Article III, Section 3.

SECTION 4. Nominations and Ballots. No person may be a candidate in a Club election who has not been a member in good standing for four continuous years prior to January 1 of the election year and has not been nominated in accordance with these Bylaws. A Nominating Committee shall be chosen by the Board in November. The Committee shall consist of three members from different areas of the United States and two alternates, all members in good standing, no more than one of whom may be a member of the current Board. The Nominating Committee may conduct its business by mail or email.

(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 that is open for election in accordance with Article III, Section 1, and shall procure the acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so.

The Committee shall then submit its slate of candidates to the Secretary who shall mail the list, including the full name of each candidate and the name of the state in which he or she resides, to each member of the Club on or before January 1 prior to the election so that additional nominations may be made by the membership if they so desire.

(b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received on or before February 1, signed by five members in good standing with SCOA and AKC, and accompanied by the written acceptance of each such additional nominee signifying his or her willingness to be a candidate. No person shall be a candidate for more than one position.

The Constitution and Bylaws of the Spinone Club of America

(c) If no valid additional nominations are received on or before February 1, the Nominating Committee's slate shall be declared elected and no balloting will be required.

(d) If one or more valid additional nominations are received on or before February 1, an independent professional firm (herein "firm") designated by the Board shall, on or before March 15, mail to each eligible member in good standing, whose dues are paid for the current year, a ballot listing all of the nominees for each position in alphabetical order, with the states in which they reside, together with a return envelope addressed to the designated firm. Each voter shall mark his or her ballot in accordance with the directions provided, and it must be received by the firm on or before April 15. The firm shall check the returns against the list of members whose dues are paid for the current year and shall certify the eligibility of the voters as well as the results of the voting, which shall be announced by May 1.

If electronic balloting is used instead, it will be accomplished in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs and state law, and votes will be submitted to the electronic voting company.

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

ARTICLE V

Committees

SECTION 1. The Board may 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. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice via email and/or mail to the appointee, and the Board may appoint successors to those persons whose service has been terminated.

ARTICLE VI

Discipline

SECTION 1. American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club shall automatically 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 charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50, which shall be forfeited if such charges are not sustained by the Board. If the charges are sustained by the findings of the Board, the deposit will be returned to the member who paid it.

The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting. Any Board member who is any way involved on either side of the charge, or is unable to make an impersonal evaluation, must inform the Secretary immediately and recuse him or herself from all deliberations and voting regarding a particular disciplinary proceeding.

The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct which would be prejudicial to the best interests of the Club or of the breed. The Board must decide whether or not to entertain jurisdiction within 30 days of the receipt of the charges. One or more members of the Board may be appointed to obtain additional information regarding the charge before the Board makes its decision. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the Club or of the breed it may refuse to entertain jurisdiction.

If the Board decides to entertain the charges, it shall fix a date for a hearing, not less than three weeks nor more than six weeks after the Board decides to entertain jurisdiction. The Secretary shall promptly send one copy of the

The Constitution and Bylaws of the Spinone Club of America

charges to the member by registered mail together with a notice of the hearing and an assurance that the member may personally appear in his or her own defense and bring witnesses if he or she wishes. The Secretary shall at the same time, by registered mail, send notice of the hearing to the complainant along with an assurance that the complainant may personally appear and bring witnesses to attest to the charges. A copy of the Bylaws shall be included in the mailing to both the member and the complainant.

If the member fails to attend the hearing at the appointed time as directed, the hearing shall proceed without him or her. However, if the complainant fails to attend at the appointed time as directed, the charges against the member will be dropped and the complainant will forfeit his or her deposit.

SECTION 3. Board Hearing. The hearing will be conducted either by the entire Board or by a Committee of not less than three members of the Board (Committee). The hearing may be held in person, by telephone conference call, or by any other electronic means as long as all participants are able to hear each other at the same time. The Board shall have complete authority to decide whether counsel may attend the hearing; both complainant and the member shall be treated uniformly in that regard.

The Board or Committee, after hearing all the testimony presented by complainant and the member, shall decide if the charges are sustained. If the charges are sustained, the Board or Committee will determine the disciplinary action to be taken, as outlined in Section 4 of this Article. 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.

All decisions by the Board or Committee of the Board regarding the disciplinary process will be made by a majority vote.

All testimony, discussions, and written materials relating to the hearing and charges will be held in strictest confidence by the Board, as well as by all involved parties, including witnesses. Any party violating this confidence shall be subject to charges being filed against him or her.

SECTION 4. Disciplinary Action. There are three levels of disciplinary action that may be taken after a Board hearing:

(a) Letter of Reprimand. A letter of reprimand will be sent to the member. No member may receive more than one letter of reprimand within a 12-month period without incurring further disciplinary action.

(b) Suspension. The defendant will be suspended from all privileges of the Club for not more than six months from the date of the hearing.

(c) Expulsion. If suspension as punishment is deemed insufficient, expulsion of the member from the Club may be recommended to the membership. If expulsion is to be recommended, the member may be suspended from all privileges of the Club for not more than six months from the date of the hearing or until the date of the next annual meeting, if that will not occur until after six months.

Expulsion of a member from the Club may only be accomplished at the annual meeting of the Club. The member shall have the privilege of appearing in his or her own behalf though no evidence shall be taken at this meeting. The President shall read the charges, the finding, and the Board's recommendation for expulsion, and shall invite the member, if present, to speak on his or her 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

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 of the membership in good

The Constitution and Bylaws of the Spinone Club of America

standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted by the Secretary to the members with recommendations of the Board for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The Constitution and Bylaws may be amended at any time by vote of the members. In order to do this, a copy of the proposed amendment accompanied by a ballot on which a choice for or against the action to be taken shall be indicated, is to be mailed to each eligible member in good standing whose dues are paid for the current year, on the date of the mailing, by the Secretary or an independent professional firm (herein "firm") designated by the Board as described in Article IV Section 2, together with a return envelope addressed to the firm.

Notice with such ballots shall specify a date not less than 30 days after the date postmarked, by which date the ballots must be received to be counted. The favorable secret vote of two-thirds of the members in good standing who return valid ballots within the time limit shall be required to make any such amendment.

If electronic balloting is used, it will be accomplished in accordance with AKC's Procedure on Electronic Balloting for AKC Parent Clubs and state law, and votes will be submitted to the electronic voting company.

The Written Breed Standard may be amended once every five years in accordance with AKC rules and regulations. Any such amendments will be voted upon in accordance with the Bylaws amendment vote procedures outlined above.

SECTION 3. No amendment to the Constitution and Bylaws (or to the standard for the breed) that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

ARTICLE VIII

Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than two-thirds of the members in good standing. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any Club 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 IX

Parliamentary Authority

SECTION 1. The rules 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.