

CONSTITUTION

ARTICLE I

Name and Objects

SECTION 1. The name of the club shall be North Country Gordon Setter Club of Minnesota, Inc. (hereinafter "Club").

SECTION 2. The objectives of this Club shall be:

- (a) To promote the breeding of pure bred black and tan Gordon Setters and to develop and bring to perfection their natural high qualities.
- (b) 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 Gordon Setters shall be judged;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, field trials, hunting tests, tracking tests, obedience and rally trials, agility trials other events;
- (d) to conduct sanctioned and licensed specialty shows, field trials, hunting tests, tracking tests, obedience trials and other events under the rules 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: Individual, Joint, Life, Associate and Junior. Membership is open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes and code of ethics of this Club.

Individual Membership

Open to persons eighteen years of age and older. Individual members may enjoy all the privileges of the Club including voting and Board membership.

Joint Membership

Open to two persons eighteen years of age and older, who reside in the same household. Each joint member may enjoy all the privileges of the Club including voting and Board membership.

Life Membership

May be conferred only upon active members of the Club in recognition for meritorious service to the Club and/or the breed for an extended period of time. Life members may enjoy all the privileges of the Club including voting and Board membership.

Associate Membership

Open to persons 18 years of age or older. Associate members may enjoy all the privileges of the Club excluding voting and Board membership. Associate members would be included in Club activities and would receive the newsletter.

Junior Membership

Open to persons 10 to 17 years of age. Junior members may enjoy all the privileges of the Club excluding voting and Board membership. They may convert to Individual membership upon reaching their eighteenth birthday, without re-application. Junior members would be included in Club activities and would receive the newsletter.

SECTION 2. Dues. Membership dues shall be: Individual -- not less than \$15 nor to exceed \$35 per year, per membership; Joint -- not less than \$25 nor to exceed \$45 per year, per membership; Life membership will incur no dues; Associate -- not less than \$10 nor to exceed \$20 per membership; Junior -- not less than \$5 nor to exceed \$10 per membership. All dues will be payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November the Treasurer shall send to each member a statement of dues for the ensuing year. Candidates admitted for membership between January 1 and September 30 shall pay full dues in the ensuing year. Those admitted after September 30 shall owe no dues for the ensuing year.

SECTION 3. Election to Membership. Each applicant shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by this Club's constitution, bylaws and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the

prospective member shall submit dues payment for the current year.

All applications are to be filed under the direction of the Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting the applications will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

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

(a) by resignation. Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.

(b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

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

SECTION 5. Reinstatement. Members whose membership was terminated as stated in Article I, Section 4 may be reinstated by going through the procedure mentioned in Article I, Section 3.

ARTICLE II Meetings and Voting

SECTION 1. Club Meetings. Meetings of the Club shall be held at least six (6) times per year in the Greater Minneapolis/St. Paul area at such hour and place as may be designated by the Board of Directors. Written notice of such meetings shall be mailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the voting members in good standing.

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 and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon receipt of a petition signed by five voting members of the Club who are in good standing. Such special meetings shall be held within the Greater Minneapolis/ St. Paul area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the voting members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held not less than six times per year within the greater Minneapolis/St. Paul area, at such hour and place as designated by the Board. Written notice of such meeting shall be mailed by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. Special Board Meetings. Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such meetings shall be held within the Greater Minneapolis/St. Paul area at such date, place, and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be mailed by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted therein. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. Voting. Each voting member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he/she is present. Neither proxy voting nor voting by mail will be permitted at any Club meeting or election.

SECTION 6. Rosters. A roster must be taken at all meetings, both Club and Board.

ARTICLE III
Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of officers and three other persons all of whom shall be voting members in good standing and all of whom shall be elected for two-year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected, but may not serve more than three consecutive terms. General management of the Club's affairs shall be entrusted to the Board of Directors. Board members must have been a voting member of the Club for at least one year and should be members in good standing of the Gordon Setter Club of America, Inc., (GSCA). The term of office is two years and officers may not serve in the same office for more than three (3) consecutive terms. No officer or Board member should be removed for reasons less serious than would justify disciplinary action.

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. An officer's term of duty shall coincide with the Club's official year. Officers must have served as a member of the Board of Directors for at least one year. The term of office is one year.

(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 will vote only to break a tie. The president shall serve as an ex-officio member of all standing committees with the exception of the nominating committee.

(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 matters of which a record shall be ordered by the Club; shall have charge of the correspondence, notify members of meetings, notify new members to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such other duties as prescribed in these bylaws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank designated by the Board, in the name of the Club. It is also the Treasurer's duty to send statements of dues and

other financial obligations as set forth in Article 1, Section 2. 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 first meeting of the fiscal year an accounting shall be rendered of all moneys 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 offices during the year shall be filled until the next annual election by a majority vote of the then members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose; 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.

SECTION 4: Absenteeism. Any officer or Board member who fails to attend three (3) consecutive club and board meetings without just cause during a fiscal year may be removed from the Board by a majority of the remaining members of the Board.

ARTICLE IV
The Club Year, Annual Meeting, Elections

SECTION 1. Club Year. The Club's fiscal year shall begin on the first day of January and end on the last day of December.

The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

SECTION 2. Annual Meeting. The annual meeting shall be held in the month of January at which Officers, and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days of the election.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions of the Board who

receive the greatest number of votes for such positions shall be declared elected.

SECTION 4. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of September, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee persons and alternates of their selection. The Board shall name a Chairperson for the Committee and it shall be such person's duty to call a committee meeting which shall be held on or before October 15.

(a) The Committee shall nominate at least one candidate for each office and position on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall at least two weeks before the November meeting, notify each member in writing of the candidates so nominated.

(c) No person may be a candidate for more than one position.

(d) Additional nominations may be made at the November meeting.

(d) Nominations cannot be made at the annual meeting in any manner other than as provided in this Section.

ARTICLE V Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience and rally trials, agility trials, hunt tests, field trials, rescue, trophies, annual prizes, membership and other fields, which may be well 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 to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI Discipline

SECTION 1. American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

SECTION 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board 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 Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of hearing by the Board not less than 3 weeks nor more than 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 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 may by majority vote of those present suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. 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 Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Secretary. The

Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceeding may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII Amendments

SECTION 1. Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20% of the voting 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 bylaws may be amended by a 2/3 vote of the voting members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the voting members. 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 members of the

Club but 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 of Directors.

ARTICLE IX Order of Business

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

- Roll Call
- Minutes of last meeting
- Report of the President
- Report of the Vice-President
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Election of Officers and Board (at annual meeting)
- Election of new members
- Unfinished business
- 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 Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- 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 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.