



IRISH WATER SPANIEL CLUB OF AMERICA

BY-LAWS

ARTICLE I MEMBERSHIP

SECTION 1. **ELIGIBILITY:** Membership in the Irish Water Spaniel Club of America shall be open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of the Club. The categories of membership are: Regular, Household, Junior, Honorary, and Lifetime. Each of the membership categories (except Honorary and Lifetime) must pay annual dues as recommended by the Board and approved by the membership.

1. **Regular** - Open to all persons 18 years of age or older. Regular memberships enjoy all privileges, including the right to vote and to hold office.
2. **Household** - Open to two adult members residing in the same household. Each member enjoys all the privileges of a Regular membership, including the right to vote and to hold office. Two members can either join the club together as a Household membership, or they may convert two individual memberships to a Household membership when meeting the requirement of "two adult members residing in the same household" upon their next annual membership renewal.
3. **Junior** – Open to children 9 years of age through 17 years of age. Junior members may not vote or hold office. This membership may bypass the normal membership application process

and be automatically converted to a Regular or Household membership (if eligible) when the person turns 18 years of age.

4. **Honorary** A Membership bestowed by the Board upon deserving people as a means of showing respect and honor for their valuable contributions to the club and the breed. Honorary Members do not pay dues and may not vote or hold office. They may, however, opt to pay dues and thus enjoy all the privileges of a Regular Membership, including the right to vote and to hold office. Candidates for Honorary Memberships may be nominated by any Club Member in good standing and must be approved by a 3/4 majority vote of the Board. The nominating Member shall cite examples of valuable contributions for each nominee. Nominations within any Club Year must be made by mail and received by the Corresponding Secretary no later than 60 days prior to the upcoming Annual General Membership Meeting. Upon Board approval, an Honorary Membership will normally be announced and awarded at the Annual General Membership Meeting.

5. **Lifetime** A membership bestowed by the Board upon IWSCA Members with thirty-five or more years of Club Membership whose contributions to the Club and Breed are exemplary. Lifetime Members do not pay dues but enjoy full privileges of Regular Membership, including the right to vote and hold office. Candidates for Lifetime Memberships must be nominated by three Club Members in good standing and must be approved by a 3/4 majority vote of the Board. The nominating Members shall include length of IWSCA Membership and examples of exemplary service for each nominee. Nominations within any Club Year must be made by mail and received by the Corresponding Secretary no later than 60 days prior to the upcoming Annual General Membership Meeting. Upon Board approval, a Lifetime Membership will normally be announced and awarded at the Annual General Membership Meeting.

SECTION 2. **DUES:** Membership dues shall be an amount recommended by the Board of Directors and voted on by the Membership. They shall be due and payable on or before January 1st of each year. Only members whose dues are current may vote. During the month of November, the Membership Director shall send to each member a statement of dues for the next calendar year. Failure to receive such notice shall not excuse non-payment of dues. Any new membership submitted after November 1st shall constitute membership for the next calendar year. For Honorary members, no dues are required unless they elect to pay Regular or Household dues to be eligible to vote and hold office. Lifetime Members do not pay dues.

SECTION 3. ELECTIONS TO MEMBERSHIP: Each applicant for membership shall apply on a form approved by the Board of Directors, which shall provide that the applicant agrees to abide by the Constitution, the By-Laws, the IWSCA Code of Conduct, and the rules of the American Kennel Club. The application shall state the name and address of the applicant and it shall carry the endorsement of two members. Accompanying the application, the prospective member shall submit dues payment for the current year. Applicants may be elected at any meeting of the Board of Directors or by written vote of the Directors by mail or email. Affirmative votes of 2/3 of the Directors present at a meeting of the Board, or 2/3 of the entire Board voting by mail or email or teleconference, shall be required to elect an applicant. An application which has been denied by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the Club, and the Club may elect such applicant by a favorable vote of 75% of the members present.

SECTION 4. TERMINATION OF MEMBERSHIP: Membership may be terminated:

1. **By resignation:** Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and become incurred on the first day of each fiscal year.
2. **By lapsing:** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the 1st 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.
3. **By expulsion:** A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

ARTICLE II. MEETINGS

SECTION 1. ANNUAL MEETING: The Annual Meeting of the Club shall be held the day before, the day of, or the day after, the Annual Specialty show of the Club; and such Annual Meeting shall be held at or near the site of such Specialty show. If no Specialty show is held by the Club, the Board of Directors shall designate some place and the time, convenient to the majority of the members, where such Annual Meeting shall be held. Written notice of the Annual Meeting shall be published in the Club Newsletter or mailed or emailed to every member by the

Corresponding Secretary, at least 30 days in advance of the meeting. The quorum for the Annual Meeting shall be 10% of the members of the Club in good standing. A quorum shall not be required, however, to count the ballots of the Annual Election.

SECTION 2. SPECIAL 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 or teleconference; and shall be called by the Corresponding Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such meeting shall be held at the place, date, and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed or emailed by the Corresponding 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 business may be transacted. The quorum for such meeting shall be 10% of the members in good standing.

SECTION 3. BOARD MEETING: A meeting of the Board shall held be within forty-eight hours of the Annual General Membership Meeting. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of each meeting of the Board shall be mailed or emailed, if all members are on line, by the Corresponding Secretary at least 15 days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board voting in person, by mail or email or teleconference. In an emergency, the President may call a Board Meeting with 48 hours' notice, provided that the majority of Officers and Directors may attend. Board meetings may be held by teleconference except for the annual Meeting of the Board in conjunction with the Annual General Membership Meeting.

SECTION 4. The Board of Directors may conduct its business by mail or by email or teleconference. The Corresponding Secretary shall report to the Board all correspondence received and the Recording Secretary will keep a record of said correspondence. The Recording Secretary shall keep an accurate record of all business transacted by the Board. The official record shall include the minutes of all meetings, all business conducted by mail, email or teleconference, the exact wording of all resolutions, together with the names of the Officers and Directors who voted to approve and those who voted to disapprove. The official records shall be open to inspection by the members of the Club at any time. The Recording Secretary shall post a report of all Club business in the IWSCA newsletter and electronically, and preserve the report in the Club files.

ARTICLE III. DIRECTORS AND OFFICERS

SECTION 1. BOARD OF DIRECTORS: The Board shall be comprised of the President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Delegate to the AKC and Membership Director, all of whom are members in good standing, have been IWSCA members for three years, have attended at least two Annual General Membership Meetings, and who are residents of the United States. At the Club's first Annual Election after these By-Laws become effective, the Second Vice President, Recording Secretary, Treasurer, and Membership Director shall be elected for 2-year terms. The President, First Vice President, Corresponding Secretary, and AKC Delegate shall be elected for an initial one-year term at the same time and will thereafter be elected for two-year terms at the Club's Annual Election, as provided in Article IV, and shall serve until their successors are elected, with half of the Board of Directors being elected every other year, as specified in this section. General management of the Club's affairs shall be entrusted to the Board of Directors except for cumulative donations from the General Fund totaling more than \$1000 to any single organization in a 12 month period which must be approved by a majority of the Membership by written ballot cast by mail according to Article IV, Section 2.

SECTION 2. OFFICERS: The Club's officers, consisting of the President, First and Second Vice Presidents, Corresponding Secretary, Recording Secretary and Treasurer, shall serve in their respective capacities, both with regard to the Club and its meetings and the Board and its meetings:

1. The **President** shall preside at all meetings of the Club and the Board, and shall have the duties and powers normally appurtenant to the office of President, in addition to those specified in these By-Laws.
2. The **First Vice President** shall be the liaison to the specialty committees and shall have the duties and exercise the powers of the President, in the case of the President's death, absence, or incapacity.
3. The **Second Vice President** shall be the liaison to the rescue committee and shall assume the office of the First Vice President if vacated for any reason.

4. The **Recording Secretary** shall keep a record of all meetings of the IWSCA and the Board; of all votes taken by mail, email, or teleconference; of additional nominations to the Board, and of all matters of which a record shall be ordered by the Club

5. The **Corresponding Secretary** shall have charge of the correspondence, notify members of meetings, notify the Board of meetings, notify officers and directors of their election to office, notify Regional Reps of Club approval of supported entries, and carry out such other duties as are prescribed in these By-Laws.

6. The **Treasurer** shall collect and receive all monies due or belonging to the Club. S/He shall deposit the same, in a bank approved by the Board, in the name of the Club. His/Her books shall, at all times, be open to inspection of the Board and s/he shall report to them, at every meeting, the condition of the Club's finances and every item or receipt or payment not before reported; and, at the Annual Meeting, s/he shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

SECTION 3. The **DELEGATE** to the American Kennel Club, following election/approval by the American Kennel Club, shall represent the Club at the American Kennel Club meetings until the credentials of his/her successor, duly elected by the membership, have been acted upon with approval by the Board of Directors of the American Kennel Club (unless s/he has previously resigned).

SECTION 4. **MEMBERSHIP DIRECTOR** : Shall maintain a roll of members with their addresses, provide current membership data to the Board and newsletter editor, and distribute a Directory of Membership annually to the Membership. S/He shall send out dues renewal notices and collect dues, send the dues collected to the Treasurer, receive and present new member applications to the Board, and notify new members of their election to membership.

SECTION 5 **COMPENSATION and/or REIMBURSEMENT**. No Board Member shall receive any compensation for services rendered to the IWSCA; however, a Board Member may be reimbursed for expenses reasonably incurred on behalf of the IWSCA if such expenses were preapproved by a majority vote of the full Board.

SECTION 6. **VACANCIES:** Any vacancies occurring on the Board or among the officers during the year shall be filled until the next Annual Election for that position by a majority vote of all the then members of the Board, except that a vacancy in the office of President shall be filled automatically by the First Vice President, and the resulting vacancy in the office of the Second Vice President shall be filled by the Board.

SECTION 7. **BONDING AND INSURANCE** All Officers and Directors shall be indemnified from personal financial liability through the IWSCA purchasing of Directors and Officers Insurance.

SECTION 8. **CONFLICTS OF INTEREST** Any Board member whose immediate household members or immediate family members or business partners including co-ownerships represent or have any direct or indirect interest in financial or policy decisions facing the Board shall be considered to have a Conflict of Interest. Further, s/he will be prohibited from participating in any decisions involving that entity. Board members in such situations, either personally or through association with household and/or family members or business partners, will reveal their interest, making full disclosure of the same, refrain from any written discussion, and leave the room or teleconference during any discussion period concerning the entity and transaction involved. Board members will also abstain from voting on any matters pertaining to such entity.

ARTICLE IV. THE CLUB YEAR, VOTING, NOMINATIONS, & ELECTIONS

SECTION 1. **CLUB YEAR:** The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club's official year shall begin May 1, and shall continue through the following April 30. The elected officers and directors shall take office on May 1, and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days of the annual election (March 31).

SECTION 2. **VOTING:** At the Annual Meeting, or at special meetings of the Club, voting shall be limited to those members in good standing who are present at the meeting, except for: the annual election of Officers, Delegate, and Directors; amendments to the Constitution, By-Laws, the Standard for the Breed, division of regions and dues, and cumulative donations from the General Fund totaling more than \$1000 to any single organization in a 12 month period; which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

SECTION 3. ANNUAL ELECTION: In the election of Officers, Directors, Delegate to the American Kennel Club, and the Membership Director, the vote shall be conducted by ballot. Ballots, to be valid, must be received by the Recording Secretary (or an independent professional firm designated by the Board) on or before the date of the Election; this exact date, March 31. Each member will have one vote for each position up for election. The ballots shall be counted by three Inspectors of Election appointed by the Board from the Membership, none of whom may be candidates for office (or by the independent professional firm designated by the Board). The Recording Secretary shall announce the results of the Election by April 15. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the Election, 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 of Directors in the manner provided by Article III, Section 4.

SECTION 4. NOMINATIONS AND BALLOTS: No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws. A Nominating Committee shall be chosen before September 15th. The Recording Secretary shall, on or before August 15th, solicit volunteers to serve on the Nominating Committee from the current Members in good standing, none of whom shall be a member of the current Board of Directors. The Board shall then appoint a Nominating Committee of five, representing at least three different Regions as articulated in Article IX, name a chairman for the Committee with the First Vice President acting as Liaison. The Nominating Committee may conduct its business by mail, email, or teleconference

1. The Nominating Committee shall nominate, from among the eligible members of the Club, one candidate for each position up for election. After first obtaining consent from the nominees, the Nominating Committee shall submit the list of candidates to the Recording Secretary on or before December 31. The Recording Secretary shall publish the list of candidates in the Club Newsletter and Rattails Only and/or send the list of candidates to each member of the Club by mail, email and Rattails Only on or before January 15. Joint notices may be sent to members residing at the same address.

2. **Additional Nominations:** Additional nominations may be made by written petition addressed to the Recording Secretary. Such petitions must be received by the Recording Secretary no later than February 15 and be signed by 5 Members in good standing, at least 3 of whom must reside in separate Regions. Each petition must be accompanied by the written acceptance of each additional nominee, signifying his/her willingness to be a

candidate. No person shall be a candidate for more than 1 office, and the additional nominations may be made only from among those members who have not accepted a nomination from the Nominating Committee.

3. If no valid nominations are received by the Recording Secretary on or before February 15, the Nominating Committee's slate shall be declared elected at the time of the Annual Election (March 31), and no balloting will be required.

4. If 1 or more valid additional nominations are received by the Recording Secretary on or before February 15, s/he shall (not later than March 1) mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a blank envelope and an envelope addressed to the Recording Secretary (or independent professional firm designated by the Board) marked "Ballot", and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking his/her ballot, shall seal it in the blank envelope which, in turn, shall be placed in the second envelope addressed to the Recording Secretary (or independent professional firm designated by the Board) and returned on or before March 31. The Inspectors of Election (or independent professional firm designated by the Board) shall check the returns against the list of members whose dues are paid for the current year, prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters, as well as the results of the voting, which shall be announced by the Recording Secretary no later than April 15.

5. Nominations cannot be made at the Annual Meeting or in any manner other than provided above.

ARTICLE V. COMMITTEES

SECTION 1. There shall be Standing Committees to advance the breed in public outreach and education, rescue, health and genetics, breeder education, and judges education. Each committee shall make reports to the membership on an annual basis, with interim reports to the IWSCA Board when requested by the Board. Such committees are subject to the final authority of the Board.

SECTION 2. The Board may, each year, appoint additional ad hoc or standing committees to advance the work of the Club in such matters as dog shows, hunting tests, obedience trials, trophies, annual awards, membership, and other areas which may well be served by committees. Such additional 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 3. Standing Committees shall be reviewed by the Board at least every three years and be reapproved by a 2/3 majority of the Board.

SECTION 4. Any committee appointment may be terminated by a majority vote of the full Board upon written notice to the appointee; and the Board may reappoint those persons whose service has been terminated.

ARTICLE VI. DISCIPLINE

SECTION 1. **AMERICAN KENNEL CLUB SUSPENSION:** Any member who is suspended from any of the privileges of the American Kennel Club shall be automatically 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 Corresponding Secretary, together with a deposit of \$50.00 which shall be forfeited if such charges are not sustained by the Board or a committee following a hearing. The Corresponding 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 interest 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 breed or the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of hearing by the Board or a Committee of not less than 3 members of the Board, not less than 3 weeks nor more than 6 weeks thereafter. The Corresponding Secretary shall promptly send 1 copy of the charges to the accused member (hereinafter "Defendant") by

registered mail, together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses, if s/he wishes.

SECTION 3. BOARD HEARING: A Board Hearing under this article may be held by videoconference, by teleconference, or in person, at the sole discretion of the Board. The Board or Committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board or Committee may, by a majority vote of those present, draft a letter of reprimand and/or suspend the defendant from all privileges of the Club for not more than 6 months from the date of the hearing, or until the next Annual Meeting, if that will occur after 6 months. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary shall, in turn, notify each of the parties of the decision and penalty, if any.

SECTION 4. EXPULSION: Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club, following a hearing and upon the recommendation of the Board or Committee, as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges, findings, and recommendations; and shall invite the defendant, if present, to speak in his/her own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 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.

SECTION 5. LETTERS OF CENSURE With or without charges, the Board, by a 2/3 majority, may elect to issue a letter of censure to any member whose actions or conduct are deemed prejudicial to the best interests of the Club or Breed. Should such action be approved, the Corresponding Secretary will draft a letter to be mailed to the offending member within 15 days.

ARTICLE VII. AMENDMENTS

SECTION 1. Amendments to the constitution, by-laws, and standard for the breed may be proposed by the Board of Directors, or by written petition addressed to the Recording Secretary, signed by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Recording Secretary for a vote within 3 months of the date when the petition was received by the Recording Secretary.

SECTION 2. The Constitution and By-Laws may be amended at any time, provided a copy of the proposed amendment(s) have been mailed by the Recording Secretary to each member in good standing, accompanied by a ballot on which s/he may indicate his/her choice for or against the action to be taken. The notice shall specify a date not less than 30 days after the date of mailing, by which date the ballots must be returned to the Recording Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

SECTION 3. No amendment to the Constitution, By-Laws, or 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 2/3 of the members in good standing. In the event of the dissolution of the Club, whether voluntary 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. Regions

SECTION 1. Every five years the Board will review the distribution of members in each region and send recommendations to the membership.

Northeast: CT, MA, ME, NH, NJ, NY, RI, VT

Mid-Atlantic: DE, MD, OH, PA, VA, WV, DC

Southeast: AL, AR, FL, GA, LA, MS, NC, SC, TN

Midwest: IA, IL, IN, KS, KY, MI, MN, MO, ND, NE, SD, WI

Northwest: AK, ID, MT, OR, WA, WY

Southwest: AZ, CA, CO, HI, NM, NV, OK, TX, UT

ARTICLE X. 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:

1. Roll Call
2. Minutes of Last Meeting
3. Report of President
4. Reports of Recording and Corresponding Secretaries
5. Report of Treasurer
6. Reports of Committees
7. Election of New Members

8. Unfinished Business
9. New Business
10. 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.'

1. Reading of Minutes of Last Meeting
2. Reports of Secretaries
3. Report of Treasurer
4. Reports of Committees
5. Unfinished Business
6. Election of New Members
7. New Business
8. Adjournment