

THE IRISH SETTER CLUB OF NEW ENGLAND, INC BY LAWS
approved by unanimous vote of eligible members present at the 7/13/08 annual meeting

ARTICLE I Name

The name of this corporation shall be the IRISH SETTER CLUB OF NEW ENGLAND, INC.

ARTICLE II Office, Seal and Purpose

2.1 Office

The Club may have an office and transact business in Massachusetts and at such other place or places as the Board of Governors may direct.

2.2 Seal

The seal of the Club shall be a circular die bearing the words "Irish Setter Club of New England, Inc." The form of the seal may be changed by the Board of Governors at any time.

No Member shall use the stationery or seal of the Club except on official Club business.

2.3 Purpose

The purposes of the Club shall be:

- a. To promote and stimulate general public interest in purebred Irish Setters.
- b. To educate the general public concerning improving purebred dogs, generally, and purebred Irish Setters in particular.
- c. To educate the general public concerning the breed, raising, feeding, training and general care of dogs and particularly pure-bred Irish Setters.
- d. To encourage and promote the breeding of quality purebred Irish Setters and to do all possible to bring their natural qualities to perfection.
- e. To develop excellence in purebred Irish Setters.
- f. 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 Irish Setters shall be judged.
- g. To do all in its power to protect and advance the interests of purebred Irish Setters by encouraging sportsmanlike competition at dog shows, field trials, hunting tests, rally trials, agility trials, obedience trials and other competitive events.
- h. To encourage the breeding of better purebred Irish Setters through competition and exhibition in dog shows, field trials, hunting tests, rally trials, agility trials, obedience trials and other competitive events shall be held under the rules & regulations of the American Kennel Club.
 - (a) By offering trophies and prizes open to all competitors at such shows and trials.
 - (b) By offering trophies to members for such competition and exhibition.
- i. To conduct sanctioned and licensed specialty shows, field trials, hunting tests, rally trials, agility trials, obedience trials and other competitive events.

2.4 Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December. The official Club year for purposes of the transition to newly elected Officers and Board of Governors shall begin immediately following the annual meeting and elections.

ARTICLE III Membership

3.1 Classes of Members

There shall be 4 classes of members: Active, Junior (open to children under 18 years of age who are not part of a family membership) Rescue and Honorary.

- (a) **Active:** Unless eligible for other classification, members shall be Active members. Active membership shall be open to all persons 18 years of age and older who own, have owned or have an interest in Irish Setters; who are in good standing with The American Kennel Club and who subscribe to the purposes of the Irish Setter Club of New England. All active members may cast one vote at Club meetings.
 - 1. Individual – may cast one vote and hold office
 - 2. Household which shall consist of 2 adult members residing at the same address along with any children residing in the same household. Children are not eligible to vote. Each adult may cast one vote and hold office.
- (b) **Junior:** Open to children under 18 years of age. Junior membership is a non-voting, non-office holding membership. Junior membership may be converted to active membership at age 18 upon the next club year renewal.
- (c) **Honorary:** Honorary membership may be awarded to a person who has made significant contributions to the sport, breed or the club. Honorary membership may be awarded provided such person is in good standing with the American Kennel Club at the time of election. An Honorary member pays no dues and is not eligible to vote or hold office, but can maintain regular or household membership if they pay dues.
- (d) **Rescue:** Rescue membership is awarded to a person or family who has given an Irish Setter a forever home from our rescue program. This shall be a one year membership. Rescue membership pays no dues and is not eligible to vote or hold office.

3.2 Privileges

Active members in good standing shall have all voting privileges and other benefits of the club. Active members in good standing may apply for annual special prizes provided they attend at least two meetings between January 1 and December 31 of the year in which the claim is made. If the dog is co-owned, the applicant must fulfill the above requirements.

3.3 Good Standing

Any member who is suspended from any privileges of the American Kennel Club shall automatically be suspended from the privileges of this club of this club for a like period and will not be deemed in good standing. Any member who is not suspended by the Irish Setter Club of New England, who has not been disciplined by the Irish Setter Club of America, and whose dues for the year are paid prior to March 1st of the current year, unless extended by the Board of Governors, shall be deemed in good standing.

3.4 Election To Membership

a. Active Membership

Each applicant for active membership shall apply on a form as approved by the Board of Governors. The form shall state that the applicant agrees to abide by the constitution, and by laws of The American Kennel Club, Irish Setter Club of America and Irish Setter Club of New England. The application shall state the name, address and occupation of the applicant and it shall carry the signed 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 with the Secretary. The name of the applicant for membership shall be proposed at the first regular meeting of the Club attended by the

applicant following receipt of the completed application with appropriate dues. A vote shall be taken by secret ballot at the second regular meeting of the Club attended by the applicant. An affirmative vote of 2/3 of the members present and eligible to vote shall be required to elect the applicant.

Application for renewal of membership by a former member who left in good standing shall be voted on by secret ballot at the first Club meeting attended by the applicant. An affirmative vote of 2/3 of the members present shall be required to elect the applicant.

b. Junior Membership

Each applicant for Junior Membership shall apply on a form approved by the Board of Governors. The form shall state that the applicant agrees to abide by the constitution, and by laws of The American Kennel Club. The application shall state the name, address and occupation of the applicant and it shall carry the signed 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 with the Secretary. The name of the applicant for membership shall be proposed at the first regular meeting of the Club attended by the applicant following receipt of the completed application with appropriate dues. A vote shall be taken by secret ballot at the second regular meeting of the Club attended by the applicant. An affirmative vote of 2/3 of the members present and eligible to vote shall be required to elect the applicant.

c. Honorary Membership

A candidate for Honorary membership may be submitted by at least five (5) members in good standing to the Board of Governors. Upon affirmative vote of at least two thirds of the Board of Governors, the candidate for Honorary membership shall be submitted to the members at the next general Club meeting for approval. An affirmative vote of 2/3 of the members present and eligible to vote at the meeting shall be required to elect the Honorary member.

3.5 Rejection

The name of any person rejected cannot be brought before the Membership again until the expiration of six months from the date of rejection.

3.6 Termination

a. 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. Obligation other than dues shall be considered a debt to the club and must be paid in full prior to resignation.

b. Lapsing

A member will be considered as lapsed and automatically terminated if such member's dues remain unpaid on March 1st. A reasonable extension of time may be granted by the Board of Governors to delinquent members. In no case may a person be entitled to vote at any meeting whose dues are unpaid as of the date of that meeting. Lapsed members must reapply for membership in the Club.

c. Expulsion

A member may be terminated by expulsion as provided in Article III, Section 3.7 of the by laws. Terminated membership may not be reapplied for.

3.7 Discipline

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. Annual awards cannot be applied for or awarded during a suspension.

a. Charges

An active member in good standing may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50.00. The Secretary shall send a copy of the charges to each member of the Board of Governors and to the accused member, or present them at a Board meeting within thirty (30) days of their receipt. The Board of Governors shall meet and decide whether the actions alleged in the charges, if proven, constitute conduct prejudicial to the best interests of the Club or the Irish Setter breed. If the Board of Governors considers that the charges do not allege such conduct, it may refuse to entertain jurisdiction. If the Board refuses to entertain jurisdiction, the \$50 deposit shall be forfeited. If the Board of Governors does entertain jurisdiction, it shall fix a date for a formal hearing by the Board not less than three weeks nor more than six weeks thereafter. The Secretary shall send one copy of the charges and specifications 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. The complainant shall be notified in like manner.

b. Formal Hearing

The Board of Governors shall have complete authority to decide whether counsel may attend the hearing but both the complainant and the defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and the testimony presented by the complainant and the defendant, the Board of Governors may, by a majority vote by secret ballot of those present, suspend or reprimand the defendant from all privileges of the Club for not more than six months from the date of the hearing. Should the Board of Governors deem suspension insufficient, it may also recommend to the membership that the penalty be expulsion from the Club. 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 recommendations. Immediately after the Board of Governors has reached a decision, its finding shall be put in written form and filed with the Secretary. The secretary shall notify each of the parties of the Board's decision and penalty, if any, by registered mail. If the complainant is a member of the Board, he/she shall not sit as a Board member during the hearing.

c. Expulsion

Expulsion of a member from the Club can be accomplished only at a general membership meeting of the Club following a formal hearing by the Board of Governors and upon Board's recommendation as provided in this section of the By-Laws. Such proceedings may occur at either a regular or a special general membership meeting to be held within sixty days but not earlier than thirty days after the for hearing by the Board of Governors. The President shall read the charges and the Board of Governor's findings and recommendations and shall invite the defendant, if present, to speak in his/her own behalf if he/she so wishes. No evidence shall be taken at the meeting. The membership present shall then vote by secret written ballot on the proposed expulsion. A two thirds vote of those present and voting at this meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

3.8 Dues

Annual membership dues shall not exceed \$40. The annual dues are payable on or before January first of each calendar year. Dues will be voted on by active members in good standing at a regular meeting of the Club.

3.9 Vote

At all meetings of the Club, each member in good standing whose dues have been paid for the current year shall be entitled to cast one vote at any meeting at which the member is present. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE IV Club Meetings

4.1 Regular Meetings

Regular meetings shall be called by the President and there shall not be fewer than four regular meetings in each year. Meetings shall be held at a time and place designated by the President of the Club.

4.2 Annual Meetings

The annual meeting shall be held in the month of July. The Board of Governors shall determine the date, place and time of the annual meeting. If no annual meeting is held, a special meeting shall have the same effect as an annual meeting. At the annual meeting Officers and Board of Governors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Article V of these by laws. The Officers and Board of Governors shall take office immediately upon conclusion of the election and each retiring officer shall turnover to the successor in office all properties and records relating to that office within 30 days after the election.

4.3 Special Meetings

Special meetings may be called by the President; or by a majority vote of the Board of Governors who are present and voting at any regular or special meeting of the board; or by the Secretary upon receipt of a petition stating the purpose for the meeting request, signed by seven members of the club who are in good standing. Special meetings may also be called by a two-thirds vote of the members eligible to vote and present at any regular meeting. Such special meetings shall be held at such place, date and time as designated by the President. Written notice of such meetings shall be mailed or emailed by the Secretary at least five days and not more than 15 days prior to the date of the meeting and the notice should include the purpose of the meeting and a statement that no other club business may be transacted there at. The quorum for such a meeting shall be 20% of the members in good standing.

4.4 Notice

Notice of regular or special meetings shall be sent by the Secretary to each member in good standing. ISCNE members can chose to receive their board and general club meeting notices and other notices (dues, minutes and newsletters) via email, mail or both. The member or board member must request the method of communication in writing. This request is revocable upon receipt of a new request for receipt of notices. Notice of an annual meeting shall be sent by the Secretary to each member at least twenty days before the date of such meeting.

4.5 Quorum

At any meeting of the Club, the presence in person of ten of the members in good standing shall constitute a quorum for the transaction of business. When a quorum is present at any meeting, except where a different vote is specified by law or these by laws, a majority vote shall be sufficient to decide any matter brought before such meeting.

The acts of a majority of the members in good standing at a duly called and noticed meeting shall be the acts of the membership.

4.6 Minutes

Minutes shall be taken at all Club meetings. Reading of the minutes shall be done at the next Club meeting for approval.

4.7 Order of Business

At meetings of the Members, the order of business, so far as the Character and nature of the meeting may permit, shall be as follows:

- (a) Attendance
- (b) Reading of Minutes of last meeting
- (c) Report of President
- (d) Report of Secretary
- (e) Report of Treasurer
- (f) Reports of Committees
- (g) Election of Officers and Board of Governors (at annual meeting)
- (h) Election of New Members
- (i) Unfinished business
- (j) New business
- (k) Adjournment

ARTICLE V Officers and Board of Governors

5.1 Nominating Committee

a. Appointment of

A Nominating Committee of three members in good standing shall be appointed annually. The President shall appoint one member in good standing to serve. The Board of Governors shall appoint one member in good standing to serve. Members in good standing shall elect at the March meeting one member in good standing who is not an Officer or on the Board of Governors to serve. Said appointments shall be made no later than April 1st of each year. The Secretary shall notify the members chosen to serve on the Nominating Committee within two days of a full committee being chosen of their selection. The President shall name a Chairman for the Committee.

b. Duties

The Chairman of the Nominating Committee shall call a meeting on or before April 15th. The Nominating Committee shall make nominations for the Board of Governors and for the five Officers. After securing the consent of each person nominated, the Nominating Committee shall file a written report of its nominations for Governors and Officers with the Secretary on or before May first. The Secretary shall send copies of the report of the Nominating Committee to the Members not less than fourteen days before the date set for the membership meeting prior to the annual meeting.

c. Additional Nominations

Additional nominations for election to the board of Governors or for election as an Officer shall be accepted in person at the meeting prior to the annual meeting, provided that the person so nominated is present and in good standing. A final slate consisting of nominating committee slate as well as floor nominations shall be sent to members not less than fourteen days before the date set for the annual meeting.

d. No More Than One Position

No person may be a candidate for more than one position and the additional nominations which are provided for herein may be made only from among those Members who have not accepted a nomination from the Nominating Committee. No members of the Nominating Committee may be nominated for election as an Officer.

e. Ballots

A written, secret ballot of members in good standing shall be required for the election of Governors and Officers.

5.2 Officers

a. Officers

The Officers of the Club shall consist of a President, First Vice President, Second Vice President, Treasurer and Secretary.

b. Election

All Officers shall be elected annually by the Members at the annual meeting of the Members of the Club or at any special meeting held in lieu thereof. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The election shall take place by a secret, written ballot. The elected officer shall take office immediately upon conclusion of the elections. Each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.

c. Qualification

The Secretary shall be a resident of Massachusetts unless a resident agent is appointed.

d. Term

Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, all Officers shall hold office until the annual meeting of the Members and thereafter until their successors are chosen and qualified.

e. Resignation

Any Officer may resign by delivering his written resignation to the Club at its principle office or to the President or Secretary, and such resignation shall be effective upon receipt, unless it is specified to be effective at some other time or upon the happening of some other event.

f. 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 the members of the board at it's first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose. Except for a vacancy in the office of President, which shall be filled automatically by the First Vice President. The resulting vacancy in the office of the First Vice President shall be filled by the Second Vice President. The resulting vacancy in the office of the Second Vice President shall be filled by the board.

g. Duties

1) President

The President shall be charged with carrying out the policies and programs adopted or approved by the Board of Governors and the members. The president shall be subject to the direction of the Board of Governors, shall exercise general and active supervision, management and control of the Club business and affairs. The President shall preside, when present, at all meetings of the members and Board of Governors. In the absence of the President, the First Vice President shall preside at such meetings; in the absence of the First Vice President, the Second Vice President shall preside. In the absence of an Officer at a Club meeting, a Chairman shall be chosen by and from members in good standing present at such meeting.

2) First Vice President

The First Vice President shall have the duties and exercise the powers of the President in the event of the absence, resignation or death of the President. The First Vice President shall be responsible for and report to the President concerning the following standing committees: Specialty Show Committee, Annual Member Trophy Committee and the Membership Committee. In addition, the First Vice President shall have such powers as the Board of Governors may designate.

3) Second Vice President

The Second Vice President shall have the duties and exercise the powers of the President in the event of absence, resignation or death of both the President and First Vice President. The Second Vice President shall be responsible for and report to the President concerning the following standing committees: Field Trial Committee, Hunt Test Committee, Obedience Committee, Rally Committee and Program Committee. In addition, the Second Vice President shall have such powers as the Board of Governors may designate.

4) Treasurer

The Treasurer shall collect and receive all moneys due or belonging to the Club. Money shall be deposited in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection by the board and a report shall be given at every meeting on 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 moneys received and expended during the previous fiscal year. The Treasurer shall submit the records to the Audit Committee for audit at least two weeks before the annual meeting of members and at other intervals designated by the Board. The Treasurer shall provide the Secretary with a monthly report of the status of all members. The Treasurer shall see that all lists, books, reports, statements, tax returns, certificates and other documents and records required by law are properly prepared, kept and filed. The Treasurer shall send out to all members in November a dues renewal notice for the following year. By March 1st of each year, the Treasurer shall send to the Secretary and the Membership committee a list of all members, officers and Board of Governors and the date on which each member's dues were paid.

5) Secretary

The Secretary shall keep a record of all meetings of the Club and Board of Governors, and of all matters of which a record shall be ordered by the Club. The Secretary shall attend to and keep a duplicate record of all official correspondence. The Secretary shall have available a copy of the records of the club and these by laws. The Secretary shall notify members and Governors of meetings, notify new

members of their admission to the Club and notify Officers and Governors of their election to office.

6) Additional Duties

Each Officer shall, subject to these By-Laws, have in addition to the duties and powers as are customarily incident to this office any such duties and powers as the Board of Governors may, from time to time, designate.

5.3 Governors

a. Number and Election

The number of Governors shall be determined by a vote of members in good standing at the March meeting. Members shall fix the number of Governors at not less than 5 nor more than 10. Governors elected shall hold office until their successors are chosen and qualified. The 5 Officers shall be members of the Board of Governors, in addition to those voted on by members in good standing. The candidates receiving the greatest number of votes shall be declared elected. The election shall take place at the annual meeting by a secret written ballot. The elected Board of Governors shall take office immediately upon conclusion of the elections.

b. Qualifications

The Board of Governors must all be members in good standing with the Club.

c. Management

The Board of Governors shall have general management of the club's affairs.

d. Vacancies

Any vacancy on the Board of Governors may be filled, until the next annual election, by a majority vote of the remaining Governors, at the first regular meeting of the Board of Governors following the creation of such vacancy, or at a special meeting of the Board of Governors called for that purpose.

e. Resignation

Any Governor may resign by delivering his written resignation to the Secretary of the Club. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time, or upon the happening of some other event.

f. Meetings

1) Regular Meetings

Regular meetings of the Board of Governors shall be held at least quarterly, at such time and place designated in a call by the President.

2) Special Meetings

Special meetings of the Board of Governors may be called by the President or by the Secretary upon receipt of a phone or written request signed by at least 3 Governors. Such Special Meetings shall be held in a manner designated by the Governors calling the meeting. No other business than that stated in the notice of the meeting shall be transacted. A quorum shall be considered a majority of the number of the Board of Governors.

3) Notice

Notice of all regular or special meetings of the Board of Governors shall be given to each Governor by the Secretary, by the President, or by one or more of the Governors calling the meeting. Notice shall be given to each Governor in person, by telephone or fax, email or by written notice sent to his/her business or home address at least 7 days in advance of the meeting.

4) Quorum

At any meeting of the Board of Governors, five of the board in office shall constitute a quorum. Less than a quorum may adjourn any meeting. At any meeting of the Board of Governors at which a quorum is present, the vote of a majority of those present, unless a different vote is specified by law or these by laws, shall be sufficient to decide any matter.

5) Action By Consent

Any action by the Board of Governors may be taken without a meeting if a written consent thereto is signed by a majority of the Governors and filed with the records of the meetings of the Board of Governors. Such consent shall be treated as a vote of the Board of Governors.

6) Order of Business

At meeting of the Board of Governors, the order of business, unless otherwise directed by majority vote of those Governors present, shall be as follows:

- (a) Attendance
- (b) Reading of Minutes of last meeting
- (c) Report of Secretary (at Annual Meeting, Secretary shall have the Governors and Officers sign the Annual Report for submission to the Secretary of the Commonwealth of Massachusetts).
- (d) Report of Treasurer
- (e) Reports of Committees
- (f) Unfinished business
- (g) New business
- (h) Adjournment

ARTICLE VI - Liability

7.1 Liability

Members, Governors, and Officers shall have no power or authority to bind the Members of the Club, personally. All creditors shall look only to the funds and property of the Club and no present or future Members, Governors, or Officers shall be personally liable on any obligation of this Club.

ARTICLE VII Amendments

Amendments to the Articles of Organization and these By Laws may be proposed by the Board of Governors or by written petition addressed to the Secretary signed by 20% of members in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Governors 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.

The constitution and by laws may be amended by a 2/3 secret vote of the members present and eligible to vote 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 Parliamentary Authority

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 by laws and any other special rules of order the club may adopt. The order shall be Massachusetts State Law, Irish Setter Club of New England by laws, followed by Robert's Rules of Order, Newly Revised.

ARTICLE IX Dissolution

The Club may be dissolved at any time by the written consent of not less than two-thirds of the Members in good standing at that time. Upon the dissolution or other termination of the Club, no part of the property of the Club or any of the proceeds shall be distributed to or inure to the benefit of any of the Members of the Club, but all such property and proceeds, subject to the discharge of valid obligations of the Club, and to the applicable provisions of the Massachusetts General Laws, Ch. 180, shall be distributed other than for purposes of reorganization as directed by the Members of the Club among one or more corporations, trusts, funds or foundations organized and operated exclusively for the purpose of encouraging and promoting the breeding of purebred Irish Setters, no part of the net earning of which inure to the benefit of any private shareholder, member or individual, and no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate for public office, or to other entities of the type which qualify for Federal Income Tax exemption under Section 501(c) (5) of the Internal Revenue Code of 1954, as it now exists or as it may be amended from time to time.