

# BYLAWS

## ARTICLE I Name

**Section 1.** The name of the club shall be the *Cavalier King Charles Spaniel Club of Central Arizona, Inc.*

## ARTICLE II Object

**Section 1.** The objects of the club shall be:

- (a) to encourage and promote quality in the breeding of purebred Cavalier King Charles Spaniels and to do everything possible to bring their natural qualities to perfection;
- (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 Cavalier King Charles Spaniels 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 and any dog-related events.
- (d) to conduct sanctioned matches, dog shows, obedience trials, and any other AKC event for which the club is eligible under the Rules and Regulations of The American Kennel Club.

**Section 2.** 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 3.** The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

## ARTICLE III Membership

**Section 1. Eligibility.** There shall be three (3) types of membership open to persons who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. Dues for the coming year for each type of membership shall be set by the Board of Directors and shall be determined no later than November 30<sup>th</sup>.

Regular – Open to members aged 18 and older who hold and maintain residency in the State of Arizona for more than half of each calendar year. Applicants for Regular Membership must have been Associate or Junior Members for at least twelve (12) consecutive months and must have attended at least three (3) club meetings/events during the previous twelve (12) months. Regular Members enjoy all club privileges including the right to vote, hold office, and display the club's name

or logo on websites or in advertisements as set forth in these bylaws. Two (2) sponsors from different households are required; said sponsors must be Regular Members in the Club and may not be an immediate family member of the applicant or reside in the same household with the applicant.

Associate Member - Open to individuals 18 years or older. Associate Members shall be entitled to all privileges of the Club except that they shall not be permitted to vote, hold office, or display the club's name or logo on websites or in advertisements. Associate Members are allowed and encouraged to participate in club events and serve on committees. There is no residency requirement for Associate Members. One (1) sponsor is required; sponsors must be Regular Members of the Club and may not reside in the same household with the person they are sponsoring or be an immediate family member of applicant.

Junior – Open to people under 18 years of age. Junior Members are entitled to all privileges of the Club except that they shall not be permitted to vote, hold office, or display the club's name or logo on websites or in advertisements and this membership may automatically convert to an Associate Membership at age 18. There is no residency requirement for Junior Members. One (1) sponsor is required; sponsor must be a Regular Member of the Club and may reside in the same household with the proposed junior member they are sponsoring.

**Section 2. Annual Dues.** The dues for Junior, Regular, Associate and Family Memberships may be set by a majority vote by the Board of Directors. No member may vote whose dues are not paid for the current year at the time of voting. During the month of December, each member shall receive a dues payment reminder via email stating payment is due by January 31st. New applicants applying for membership during the last quarter of a calendar year shall pay dues at one-half (1/2) the normal rate for the remainder of the year in which they are applying and shall thereafter renew their membership in January at the normal annual rate.

**Section 3. Election to Membership.** Each applicant for membership shall apply on a form approved by the board of directors and which shall provide that the applicant agrees to abide by the bylaws of the Club and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant and shall carry the endorsement of two (2) Regular Members in good standing for Regular Membership or one (1) Regular Member in good standing for Associate Membership. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Membership Committee Chair for verification of information. After said verification, the application will be forwarded to the Board of Directors for membership approval. The Membership Committee Chair shall notify new members of their election to membership and keep a roll/roster of the members of the club with their addresses and contact information.

Applicants for membership who have been denied membership by the club may reapply after twelve (12) months.

**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. 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 as lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the first day of the fiscal year (January 1st); however, the board may grant an additional ninety (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 XI of these bylaws.

## **ARTICLE IV Directors and Officers**

**Section 1. Board of Directors.** The Board shall be comprised of the officers and at least three (3) other persons. The number of additional directors shall be determined by the Board of Directors. All directors shall be Regular Members in good standing and 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. **General management of the club's affairs shall be entrusted to the board of directors.**

**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.

- (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.
- (b) The Vice President shall have the duties and exercise the powers of the President in the case of the President's death, absence or incapacity. The Vice President shall also serve as the Educational Director.
- (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; 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 by 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. The books shall at all times be open to the 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 previously reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year.

**Section 3. Term of Officer.** Officers and Directors shall serve a term of two (2) years or until their successors are elected. These officers' terms shall be staggered so that the President, Secretary and Director 1 shall be elected in even numbered years and Vice President, Treasurer and Directors 2 and 3 shall be elected in odd numbered years.

Proviso: This change to the bylaws will not affect the 2022 elections for the 2023 term in any way. To initialize this process, in 2023 the Vice President, Treasurer, and Directors 2 and 3 will be elected to a one-year term for 2024 while the President, Secretary, and Director 1 will be elected to a two-year term for 2024. After 2024 this proviso will automatically be removed from these bylaws without further action.

**Section 4. Elections.** The nominated candidate receiving a majority of votes for each office shall be declared elected. The nominated candidates for the other available positions on the board who receive the greatest majority vote for each position shall be declared elected. If any position does not receive a majority vote, the candidates not elected shall be re-balloted until a candidate withdraws or receives a majority vote. Elections shall be by ballot vote except when there is only one candidate nominated for a position, the presiding officer may declare them elected to that position.

**Section 5. Nominations.** During the month of August, the board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one (1) of whom may be a member of the board. The Secretary shall immediately notify the committee members and alternates of their selection. The board shall name a chairman for the committee, and it shall be such person's duty to call a committee meeting, which shall be held on or before September 5<sup>th</sup>.

- (a) The committee shall nominate one (1) candidate for each office and the positions on the board that is up for election in a given year 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 (2) weeks before the October meeting, notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the October meeting and at the Annual meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.

**Section 6. Vacancies.** Any vacancies occurring on the board or among the officers during the year shall be filled for the remainder of the term by a majority vote of all the then members of the board at its first regular meeting following the existence of such a 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.

## **ARTICLE V Meetings**

**Section 1. Club Meetings.** Meetings of the club shall be held at least six (6) times annually within the Greater Phoenix, Arizona area at such hour and place as may be designated by the board of directors. Notice of each such meeting shall be sent electronically by the Secretary to all Club members at least ten (10) days prior to the date of the meeting.

**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 (5) Regular Members of the club who are in good standing. Such special meetings shall be held within the Greater Phoenix, Arizona area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings or the petitioners, as the case may be.

**Section 3. Annual Meeting.** The annual meeting shall be held in the month of November, at which time officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with the bylaws. In the event the slate presented by the Nominating Committee remains uncontested, a motion may be made to accept the slate and the same may be elected by a general vote rather than by secret ballot. They shall take office upon the first (1<sup>st</sup>) day of January in the ensuing year and each retiring officer shall turn over to their successor in office all properties and records relating to that office prior to January 1<sup>st</sup> of the ensuing year after the election.

**Section 4. Notice of Membership Meetings.** All club notices for Annual Meetings or meetings wherein Bylaw Amendments are to be voted on must be sent by electronic mail to the email address provided by the member. A member may elect to receive the same notices VIA U.S. Mail and mailed by the notice deadline by written directive at the beginning of each membership year.

Notice of Special Membership meetings shall be sent electronically by the Secretary at least five (5) days and not more than fifteen (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.

**Section 5. Board Meetings.** Meetings of the board of directors shall be held at least six (6) times annually within the Greater Phoenix, Arizona area at such hour and place as may be designated by the board. Written notice of each such meeting shall be sent electronically by the Secretary to each board member at least five (5) days prior to the date of the meeting. The five-day notice requirement may be waived by unanimous board consent in writing or via e-mail.

**Section 6. 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 (3) members of the board. Such special meetings shall be held within the Greater Phoenix, Arizona area at such place, date, and hour as may be designated by the person authorized herein to call such meeting or the petitioners requesting the meeting. Written notice of such meeting shall be sent electronically by the Secretary at least five (5) days and not more than ten (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 thereat. The five-day notice

requirement may be waived by unanimous board consent in writing or via e-mail. The quorum for such a meeting shall be a majority of the board.

**Section 7. Voting.** Each Regular Member in good standing whose dues are paid for the current year shall be entitled to one (1) vote at any meeting of the club at which he/she is present. Proxy voting will not be permitted at any club meeting, board meeting or election.

**Section 8. Quorum.** The quorum for all membership meetings shall be the presence of at least fifteen percent (15%) of the Regular Members in good standing. The quorum for a Board of Directors meeting shall be a majority of the then Board of Directors members.

**Section 9. Electronic Meetings.** Any meeting of the Board or Membership may be called and held by electronic technology, teleconference, or videoconference as long as all members can simultaneously aurally hear each other.

## **ARTICLE VI The Club Year**

**Section 1. Club Year.** The club's official fiscal year shall begin on the first (1<sup>st</sup>) day of January and end on the last day of December of each year.

## **ARTICLE VII Committees**

**Section 1.** The board may each year appoint standing committees to advance the work of the club in such matters as dog shows, obedience trials, trophies, 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 to the appointee; and the board may appoint successors to those persons whose services have been terminated.

## **ARTICLE VIII 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.

## **ARTICLE IX Amendments**

**Section 1.** Amendments to the bylaws may be proposed by the Board of Directors or by written notice addressed to the Secretary. 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 bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and emailed to each member at fourteen (14) days prior to the date of the meeting.

## **ARTICLE X Dissolution**

**Section 1.** The club may be dissolved at any time by the written consent of not less than two-thirds (2/3) 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 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 XI Discipline**

**Section 1. American Kennel Club Suspension.** Any member who is suspended from any of the privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for a like period.

**Section 2. Charges.** An individual member may prefer charges against another individual 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 \$150, 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. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction.** If the board entertains jurisdiction of the charges, it shall fix a date for a hearing by the board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges and the 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/she wishes.

**Section 3. Board Hearing.** Counsel may attend the hearing, but both complainant and defendant are solely responsible for said counsel and expenses related thereto. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the board may by a majority vote of those present reprimand or 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 for expulsion. Immediately after the board has reached a decision, its finding shall 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. If disciplinary charges are brought and upheld against an Officer or Director of this Club, such Officer or Director shall immediately be removed from office and the vacant position shall be filled as provided for in the bylaws.

**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. If the action is to be taken against an officer or a member of the board, they are not permitted to vote on any of the proceedings arriving at any of these decisions. Such proceedings may occur at a regular or special meeting of the club to be held within sixty (60) days but not earlier than thirty (30) days after the date of the board's recommendation of expulsion. The defendant shall have the privilege of appearing in his 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 (2/3) vote of the Regular Members present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the board's suspension shall stand.

**Section 5. Liability.** Members of the Board shall not be held liable for any decision regarding disciplinary matters, specifically including expulsion of a Member, if such decision was made in good faith and in the best interest of the Club; and the Club shall indemnify and hold each Member of the Board harmless from any claims, costs, expenses (including attorney fees) incurred by the Member in the performance of his or her duties pursuant to the provisions of this Article.

## **ARTICLE XII 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 President
- Report of Secretary
- Report of 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

**These bylaws supersede any and all versions of the bylaws or constitution of this organization. ADOPTED this 15<sup>th</sup> day of October, 2022.**

*Cavalier King Charles Spaniel Club of Central  
Arizona, Inc.*

## GLOSSARY

**Member in good standing** – An individual who is not suspended by The American Kennel Club or their Club and whose dues for the year are already paid.

**Vote** - a vote may only be cast by a member holding voting privileges, and any references to voting herein shall be construed to mean voting by a member who holds voting privileges.

**Uppermost limits for dues** – In order to avoid frequent bylaw amendment, an uppermost limit (i.e., Dues shall not exceed \$\_\_\_\_\_) should be included for each type of membership, in addition to when and by whom the dues are set each year.

**Reprimand** – A written warning to a member after charges have been filed in accordance with the bylaws, and it is determined that the member's conduct was not severe enough to warrant a suspension or a recommendation for expulsion.

**Notices** – All club notices must be sent via the US Postal Service or transmitted electronically.

**Delegate Duties** – For AKC member clubs only, the general duties of the Delegate must be listed.

**Votes on Bylaw Amendments** – After amendments are voted upon, the club must provide AKC with the number of members in good standing as well as the date of the vote, and the number who voted for and against. A copy of the revised document must be submitted to AKC as soon as it is printed.