



CONSTITUTION

ARTICLE I

Name and Mission Statement

SECTION 1. The Name of the Corporation shall be THE ENGLISH SETTER ASSOCIATION OF AMERICA, INC.

SECTION 2. The mission of the Association shall be:

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

(b) To encourage the organization of independent local ENGLISH SETTER Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club;

(c) To urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which ENGLISH SETTERS shall be judged;

(d) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at conformation, companion and performance events involving ENGLISH SETTERS;

(e) To conduct sanctioned conformation, companion and performance events for ENGLISH SETTERS under the rules and regulations of The American Kennel Club;

(f) To act as the repository for the history of ENGLISH SETTERS in America, and to promote responsible ownership through education, support and encouragement to all ENGLISH SETTER fanciers.

SECTION 3. The Association shall not be conducted or operated for profit and no part of any revenue from dues or donations to the Association shall inure to the benefit of any member or other individual; except that reasonable reimbursement may be paid to a member or other individual for specific services performed at the direction of the Association.

SECTION 4. The members of the Association shall adopt and may from time to time revise such By-Laws as may be required to carry out its mission.

BY-LAWS
ARTICLE I
Membership

SECTION 1. Eligibility. There shall be two types of voting membership, Individual and Household, open to all persons eighteen years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Association.

Individual membership is open to all persons eighteen (18) years of age and older.

Household membership is open to any two (2) persons eighteen (18) years of age and older who legally reside at the same address; however, no more than two (2) voting members per household membership.

Additionally, non-voting memberships shall be available to juniors (under the age of eighteen), and local English Setter Clubs recognized by the Board of Directors.

Junior membership is open to individuals under the age of eighteen (18) years. Junior members may not vote or hold office. Junior membership may bypass the normal membership application process and automatically convert to Individual or Household membership when such person turns eighteen (18) years of age.

SECTION 2. Dues. Membership dues in an amount established by the month of November by the Board of Directors are payable by the 1st day of March each year. A notice of dues for the ensuing year shall be sent by the Treasurer to each member via the Association Newsletter no later than December.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by this Constitution and By-Laws, the ESAA Code Of Ethics, and the Rules of The American Kennel Club. The application shall state the name and address of the applicant and shall be sponsored by two voting members in good standing, not of the same household. Accompanying the application, the prospective member shall submit dues payment for the current year. Upon receipt of the application and dues, the applicant's name and address shall be printed in the Association Newsletter. Unless an objection in writing is received by the Secretary within thirty (30) days of dispatch of the notice of application, the applicant shall become a member of the Association. If an objection is received, the applicant shall be notified by the Secretary by Certified Mail of the details of the objection. The applicant shall have thirty (30) days to respond from the date of receipt of the notification. No later than thirty (30) days following receipt of a response, the Board of Directors, by written vote, shall vote on the applicant. Affirmative votes of 2/3 of the Board Members voting, by secret ballot, shall be required to elect the applicant. An application which has failed acceptance by the Board, may be presented by one of the applicant's sponsors at the next meeting of the Association, and the Association may elect the applicant by favorable vote of 75% of the members present.

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

(a) By resignation. Any member in good standing may resign from the Association upon written notice to the Secretary; but no member may resign when in debt to the Association. Obligations other than dues are considered a debt which must be paid in full prior to resignation.

(b) By Lapsing. A membership will be considered as lapsed and automatically terminated if a member's dues remain unpaid after March 1.

(c) 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 Association shall be held during the months of September, October or November in conjunction with the Association's National Specialty Show, at a place, date, and hour designated by the Board of Directors. Notice of the annual meeting shall be sent by the Secretary to each member directly or through the Association Newsletter at least thirty (30) days prior to the meeting. Those members who elect to receive the Association Newsletter electronically shall so authorize that method of notice on their initial and annual renewal membership form. The quorum for the annual meeting shall be 10% of the members in good standing.

SECTION 2. Special Association Meetings. Special Association meetings may be called by the President, or by a majority vote of the Board, or Secretary upon receipt of a petition signed by 10% of the members in good standing. Special meetings shall be held at a place, date, and hour designated by the Board of Directors. Notice of such meeting shall be sent by the Secretary to each member directly or through the Association Newsletter at least fourteen (14) days and not more than thirty (30) days prior to the meeting. Those members who elect to receive the Association Newsletter electronically shall so authorize that method of notice on their initial and annual renewal membership form. The notice of the meeting shall state the purpose of the meeting and no other Association business may be transacted. The quorum for the meeting shall be 10% of the members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held in conjunction with the Association's National Specialty Show and at other times and places as designated by the President or by a majority vote of the Board. Notice of each meeting shall be sent by the Secretary to each member of the Board at least fourteen (14) days prior to the date of the meeting. Each Board member shall annually authorize or revoke the e-mail notice method for them. The quorum for the Board meeting shall be a majority of the Board. Directors may participate in a meeting of the Board in person, by conference telephone or any means of

communication by which all persons participating are able to hear each other. Items voted upon at meetings other than in person meetings must be confirmed in writing within seven (7) days, unless the Secretary confirms the vote during the meeting by a roll call.

SECTION 4. Board Action Outside a Meeting. The Board of Directors may conduct its business communications electronically, by mail, FAX or telephone conference call through the Secretary. The Board may take action outside of a meeting by a majority written vote of the Board on routine matters proposed by the President. However, any two (2) members of the Board may elect to have the matter held for vote at the next meeting of the Board.

SECTION 5. Proxy Voting shall not be allowed at any meetings of the Association or its Board of Directors.

ARTICLE III Director and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the President, thirteen (13) Vice-Presidents, Secretary and Treasurer, all of whom shall be members in good standing and residents of the United States. The thirteen (13) Vice Presidents shall be designated to represent regions of which the boundaries shall be determined by the Board of Directors, or shall be designated as Vice-Presidents At-Large. Regions shall be reviewed by the Board by December of each year to determine if any changes in districting are needed. Changes, if any, shall be approved by a two-thirds majority of the Board. No more than three (3) of these thirteen (13) Vice-Presidents may be designated as Vice-Presidents At-Large. Officers shall be elected for two-year terms as provided in Article IV, and shall serve until their successors are elected. The President, Treasurer, and six (6) Vice-Presidents shall be elected one year and the Secretary and seven (7) Vice-Presidents in alternate years. General management of the Association's affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers. The Association's officers shall serve in their respective capacities both with regard to the Association and its meetings and the Board and its meetings.

(a) The President, or in the absence of the President, one of the Vice-Presidents At-Large shall preside at all meetings of the Association and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those specifically specified in these By-Laws.

(b) The Vice-Presidents shall represent the general membership of the Association. They shall do this by communicating with their constituents both to understand and represent their constituents' interests to the Board of Directors and to communicate the actions and rationale of the Board of Directors to their constituents.

(c) The Secretary shall keep a record of all meetings of the Association and of the Board, of all votes taken by the Association and the Board, and of all matters of which a record shall be ordered by the Association. The Secretary shall have charge of the correspondence, notify members of meetings, notify officers and Directors of their election to office, keep a roll of the members of the Association with their addresses, and carry out other duties as are prescribed in these By-Laws.

(d) The Treasurer shall direct the collection and receipt of all money due or belonging to the Association, and shall direct its deposit into a bank approved by the Board, in the name of the Association. The Treasurer's books shall at all times be open to inspection by the Board. At every meeting of the Board, the Treasurer shall report the condition of the Association's finances and every item of receipt or payment not before reported. At the annual meeting, the Treasurer shall render an account of all money 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 officers during the year shall be filled until the next annual election by a majority vote of all the then members of the Board. A vacancy in the office of President shall be filled by one of the Vice-Presidents At-Large and the resulting vacancy in the office of Vice-President At-Large shall be filled by the Board.

ARTICLE IV

The Association Year, Voting, Nomination, Elections

SECTION 1. Association Year. The Association's fiscal year shall begin on the first day of January and end on the thirty-first day of December. The elected officers shall take office on July 10th and each retiring officer shall turn over to the successor in office all properties and records relating to that office within thirty (30) days after the election.

SECTION 2. Voting at the Annual Meeting or at a special meeting of the Association shall be limited to those members in good standing who are present at the meeting, except for the annual election of officers, amendments to the Constitution and By-Laws, changes to the Standard of the breed, selection of judges for Association specialty shows, selection of time and location of Association specialty shows in the event more than one bid has been received and all other matters which, in the opinion of the Board, are of sufficient importance to be decided by written ballot cast by mail.

SECTION 3. Nominations and Ballots. During the month of March, the Secretary shall send a nomination form to each member. Each member may nominate candidates for the offices of President, Secretary, Treasurer, Vice-Presidents At-Large and Vice-President for their respective region. The Secretary shall notify each nominee of the office(s) for which the

member has been nominated by April 15th. The nominees shall notify the Secretary in writing by May 15th of the one (if any) office for which they are willing to be a candidate. Each accepting candidate will appear on the ballot for each position in alphabetical order.

SECTION 4. Annual Election. Ballots for the election of officers shall be sent by the Secretary on or before June 10th to members in good standing who may vote for the offices of President, Secretary, Treasurer, Vice-Presidents At-Large, and Vice-President for their respective region. Ballots are to be returned by July 10th to any individual(s) who are not, or whose households or immediate family are not candidates, selected by the Board, the results validated and tabulated and reported to the Secretary. The Secretary shall promptly notify all candidates of the election results. The remainder of the Association members shall be informed of the newly elected officers within thirty (30) days.

ARTICLE V Committees and AKC Delegate

SECTION 1. The President, subject to approval of the Board, may establish the charter of Standing committees to advance the work of the Association in such matters as conformation, companion and performance events, trophies, annual awards, membership, and other areas which may well be served by committees. The President, subject to approval of the Board, may appoint or reappoint each year the Chair of Standing committees. Special committee charters may be established and their members appointed by the President, subject to the approval of the Board, for aid on particular projects. All committees' actions shall always be subject to the final authority of the Board.

SECTION 2. Any such committee appointments may be terminated by the President, subject to the approval of the Board, upon written notice to the appointee(s). The President, subject to the approval of the Board, may appoint successors to those persons whose service has been terminated, or those appointed persons who have resigned their positions.

SECTION 3. AKC Delegate. The President, subject to the approval of the Board, shall appoint the Association's Delegate to the American Kennel Club who shall serve until the appointment is terminated by the President, subject to the approval of the Board. The duties of the Delegate shall be to represent the interests of the Association and its members to The American Kennel Club and to communicate The American Kennel Club actions to the Association and its membership.

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 suspended from the privileges of this Association 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 Association or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$100.00 which shall be forfeited if such charges are not sustained by the Board or a Board Hearing Committee 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. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Association or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Association 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 or a Board Hearing Committee of not less than three (3) members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the accused member may personally appear in his/her own defense and bring witnesses if desired.
- SECTION 3. Board Hearing. The Board or Board Hearing Committee shall have complete authority to decide whether counsel may attend the hearing, but both the member who preferred charges and the accused member shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the member who preferred charges and the accused member, the Board or Board Hearing Committee may, by a majority vote of those present, suspend the accused member from all privileges of the Association for not more than six months from the date of the hearing or until the next annual meeting if that will occur after six months. If it deems that punishment insufficient, the Board may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the accused member's right to appear before the membership at the ensuing Association meeting, which considers the recommendation of the Board or Board Hearing Committee. Immediately after the Board or Board Hearing Committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.
- SECTION 4. Expulsion. Expulsion of a member from the Association may be accomplished only at the annual meeting of the Association following a hearing and upon the recommendation of the Board or Board Hearing Committee as provided in Section 3 of this Article. The accused member 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 findings and recommendations, and shall invite the accused member, if present, to speak in his/her own behalf. The members present at the meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII Amendments

- SECTION 1. Amendments to the Constitution and By-laws and to the Standard for the breed may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) of the members in good standing. Amendments proposed by a petition shall be promptly considered by the Board of Directors and must be submitted to the members by the Secretary, with recommendations of the Board, for a vote within three months of the date when the petition was received by the Secretary.
- SECTION 2. The Constitution and By-Laws and the Standard for the breed may be amended at any time provided a copy of the proposed amendment has been sent by the Secretary to each member in good standing accompanied by a ballot on which each member may indicate a choice for or against the action(s) to be taken. The notice shall specify a date not less than thirty (30) days after the date of its dispatch by which postmark date the ballots must be returned to the Secretary to be counted. The favorable vote of two-thirds of the members in good standing who shall return valid ballots within the time limit shall be required to effect any such amendment.
- SECTION 3. No amendment to the Constitution and By-Laws or to the Standard for the breed that is adopted by the Association shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE VIII Dissolution

- SECTION 1. The Association may be dissolved at any time by the written consent of not less than two-thirds of the members voting by mail. In the event of the dissolution of the Association whether voluntary or involuntary, other than for purposes of reorganization, or by operation of law, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any member of the Association. After payment of debts of the Association, its property and assets shall be given to a charitable organization selected by the Board of Directors for the benefit of canines.

ARTICLE IX
Order of Business

SECTION 1. At meetings of the Association, the order of business as 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
Unfinished Business
Election to Membership, Article I, Section 3
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 President
Report of Secretary
Report of Treasurer
Reports of Committees
Unfinished Business
Election to Membership, Article I, Section 3
New Business
Adjournment

ARTICLE X
Parliamentary Authority

SECTION 1. The rules contained in the current edition of Robert's Rules of Order shall govern the Association 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 Association may adopt.

Revised 2013