

**CONSTITUTION
IRISH SETTER CLUB OF AMERICA, INC.**

**ARTICLE I
Name and Objectives**

Section 1. The name of the club shall be The Irish Setter Club of America, Inc.

Section 2. The objectives of the Club shall be:

- a) To encourage and promote quality in the breeding of purebred Irish Setters and to do all possible to bring their natural qualities to perfection;
- b) To encourage the organization of independent local Irish 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 propose, amend and define a Standard for the Irish Setter breed, subject to approval of the American Kennel Club;
- d) 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;
- e) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, performance and companion events.
- f) To conduct specialty shows, sanctioned matches, and events for which the club is eligible under the Rules and Regulations of the American Kennel Club.

Section 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues or donations to the Club shall inure to the benefit of any member or individual.

Section 4. The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

BYLAWS
IRISH SETTER CLUB OF AMERICA, INC.

ARTICLE I
Membership

Section 1. Eligibility. The following shall be eligible for membership.

- a) **Individual Members.** Open to all persons eighteen years of age and older.
- b) **Family Members.** Open to any two related or unrelated adults living in the same household and any minor children, ages nine to under eighteen, of either, residing with them. All are eligible to compete for Annual Trophy Awards. Children under eighteen years of age are not eligible to vote or hold office as an Officer, Director, or Delegate. Only one copy of the Memo to Members will be sent per Family Membership.
- c) **Junior Members.** Open to all persons nine to eighteen years of age. Junior members are eligible to compete for the Annual Trophy awards but are not eligible to vote or hold office as an Officer, Director, or Delegate.
- d) **Senior Citizen Members.** Open to all persons age sixty-two or over, at their option. Their duties and privileges are the same as those of individual members.
- e) **Senior Citizen Family Members.** Open to any two related or unrelated adults living in the same household, age sixty-two or over, at their option. Their duties and privileges are the same as those of family members.

All members must be in good standing with the American Kennel club and subscribe to the objectives of the Irish Setter Club of America, Inc. (ISCA)

Section 2. Dues. Annual membership dues for each type of membership, payable on or before the first day of January each year, shall be established by a majority vote of the Officers and Directors of the Club not later than October of the preceding year. During the month of November, the Treasurer shall send to each member a statement of their dues for the ensuing year. Only members in good standing, as stated in Article I Section 4 of the bylaws, are entitled to the privileges of ISCA membership.

Section 3. Election 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 and bylaws and the rules of the American Kennel Club. The application, at a minimum, shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing. (unless the endorsement requirement is waived by the Board). The prospective member shall submit dues payment for the current year along with the application.

Applicants may be elected at any meeting of the Board of Directors or by vote of the Directors by mail, facsimile, e-mail or teleconferencing. Affirmative votes of 3/4 of the Directors present at a meeting of the Board or 3/4 of the entire Board shall be required to elect an applicant.

An applicant which has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next meeting of the Club and the Club may elect such applicant by secret ballot and a favorable vote of 90% of the members present. Applicants for membership who have been rejected by the club may not reapply within 12 months after such rejection.

Section 4. Member in Good Standing. A member in good standing is defined as one who has paid their annual dues for the current fiscal year and is not under suspension from ISCA or the American Kennel Club. A member who is not in good standing with the American Kennel Club and/or the club will not be allowed to take part in any club function such as but not limited to: voting, participating in the National Specialty event, National Field Trial, or Hunt Test; applying for awards or including dog's wins toward awards; appearing in the Listing of Membership or Breeder's Directory; or receiving the Memo, and may not renew or reapply for membership until the member is returned to good standing. A member who is not

suspended from AKC privileges is eligible to participate in any club-held AKC event which is open to the public.

Section 5. Termination of Membership. Membership may be terminated:

- a) **By resignation.** Any member in good standing may resign from the Club upon written notice to the Recording Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club, and they become incurred on the first day of each fiscal year.
- b) **By lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues or debts to the club remain unpaid 30 days after the first day of the fiscal year. After January 31, the membership is terminated and the member is no longer considered in good standing with the Club. In meritorious cases, the Board may review the lapsing and termination of membership which will require reapplication to the Club.
- c) **By expulsion.** A membership may be terminated by expulsion as provided in Article VI of these constitution and bylaws.

ARTICLE II **Meetings**

Section 1. Annual Meeting. The annual meeting of the Club shall be held at the time of the National Specialty Show, if practical, at a place, date, and hour designated by the Board of Directors. Written notice of the annual meeting shall be mailed by the Recording Secretary to each member at least 30 days prior to the date of the meeting. The quorum for the annual meeting shall be 10% of the members in good standing or 50 members, whichever is less.

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 at a meeting of the Board or who vote by mail, and shall be called by the Recording Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such meetings shall be held at such place, date and hour as may be designated by the Board of Directors. Written notice of such meetings shall be mailed by the Recording Secretary as least 14 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 Club business may be transacted. The quorum for such a meeting shall be 10% of the members in good standing or 50 members, whichever is less. In the case of a special meeting called solely for the purpose of electing officers or directors in accordance with Article IV, Section 4, the requirement for a quorum may be waived.

Section 3. Board Meetings. There shall be three meetings per year with a simple majority present. Additional meetings, if necessary, may be conducted by the Board via email or conference call. If possible, meetings of the Board shall be rotated among the Regions of the United States each year. The number of Regions and the area included in each shall be determined by the Board. Written notice of each meeting shall be mailed by the Recording Secretary to each member of the Board at least 10 days prior to the date of that meeting. A quorum for a Board Meeting shall be a majority of the Board. The method of voting shall be in person.

Section 4. Board Business. The Board of Directors may conduct its business by mail, facsimile, teleconferencing or e-mail through the Recording Secretary provided it does not conflict with any other provision of these bylaws. Items voted upon by telephone conference call, mail, facsimile and email must be confirmed in writing or by email by the Recording Secretary within seven days, with affirmation on the consent agenda at the next regularly scheduled Board meeting.

ARTICLE III **Directors and Officers**

Section 1. Board of Directors. The Board shall be comprised of the President, 1st Vice President, 2nd Vice President, Recording Secretary, Corresponding Secretary, Treasurer, immediate Past President and

three (3) other persons from each of the four or more Regions of the United States, as defined by the Board plus the Delegate to the American Kennel Club, all of whom shall be members in good standing and who are residents of the United States. They shall be elected as provided in Article IV, and shall serve until their successors are elected. The immediate Past President shall serve as a voting member without election for the period of one year beginning with the election of a successor and continuing until the next regularly elected President takes office. In the event that the office of Past President is vacated by death, resignation or for any other reason, it shall remain vacant until regularly filled by succession to this office. General management of the Club's affairs shall be entrusted to the Board of Directors.

In the interest of continuity and assurance of varied representation, the Officers, Delegate to the American Kennel Club and Directors shall be elected to the following terms and shall be subjected to the following conditions: The Officers shall be elected to one year terms. The Directors and Delegate to the American Kennel Club shall be elected to three (3) year terms. The President and 1st Vice President shall not be eligible for more than three (3) successive terms. The Officers and Directors and Delegate to the American Kennel Club shall be eligible for successive terms without limitation.

Section 2. Officers. The Club's officers, consisting of President, 1st Vice President, 2nd Vice President, Recording Secretary, Corresponding Secretary, and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings.

- a) **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 particularly specified in these bylaws.
- b) **The 1st Vice President** shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapability.
- c) **The 2nd Vice President** shall have the duties and exercise the powers of the President and the 1st Vice President in the case of death, absence, or incapability of the President and the 1st Vice President.
- d) **The Recording Secretary** shall keep a record of all meetings of the club and of the Board and of all votes taken by mail e-mail, facsimile or teleconferencing, and of all matters of which a record shall be ordered by the Club. The Recording Secretary shall have charge of the correspondence, notify members of meeting, notify officers and Directors of their election to office, keep a roll of the members of the club with their addresses, and carry out other such duties as are prescribed in these bylaws.
- e) **The Corresponding Secretary** shall be responsible for general Club correspondence and shall carry out such other duties as prescribed by the Board.
- f) **The Treasurer** shall collect and receive all moneys due or belonging to the Club. The Treasurer shall deposit the same in a bank approved by the Board, in the name of the Club. The Treasurer's books shall at all times be open to inspection of the members. The Treasurer shall report to the Board at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. At the annual meeting the Treasurer shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. The club's accounts shall be subject to such audits and disbursement regulations as prescribed by the Board.
- g) **The AKC Delegate** is the liaison between ISCA and AKC. ISCA is a member club, which means we are entitled to send a Delegate to regularly held meetings of the Delegates. The Delegate represents the club in matters concerning club policy and interaction with AKC and votes on matters of concern to the sport and to ISCA. Among other duties, the Delegate shall report to the Club all actions and matters discussed at the AKC's Quarterly meetings.

Section 3. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next election by a majority vote of all of the members of the Board if the terms of the vacancies are three months or more and may be filled for a shorter time.

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 also be the calendar year. The elected officers and directors shall take office on January 1st and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days.

Section 2. Voting. All voting shall be limited to members in good standing. Except as otherwise stated in the constitution and bylaws, all decisions shall be made by a simple majority of votes cast. Each member, other than Junior members, is entitled to one vote.

At the annual meeting of the Club, voting shall be limited to those members who are present at the meeting, except, on the following matters voting shall be by written ballot either cast by mail and received by the Corresponding Secretary prior to the meeting or delivered in person by the voting member present at the meeting:

- a) Amendments to the constitution and bylaws of the Club
- b) Amendments to the Standard for the breed.

Voting on amendments to the constitution and bylaws and to the Standard for the breed may be at the annual meeting or special meeting of the Club as provided for above or by mail ballot only as provided for in Article VII.

The Board of Directors in its discretion may submit other specific questions for decision of the members by written ballot cast by mail.

Section 3. Nominations and Ballots. No person may be a candidate in a Club election who has not been nominated in accordance with these bylaws. A member to be eligible for any Irish Setter Club of America, Inc., office shall have been a member in good standing for the previous (5) consecutive years.

Prior to the appointment of the Nominating Committee by the Board, a notice shall be placed in the Memo informing the membership that the Board will appoint a nominating committee and requesting the members inform the Corresponding Secretary if they wish to participate on the Nominating Committee or serve on the Board as an Officer or Director. The Corresponding Secretary shall receive all submissions on or before May 15.

A Nominating Committee shall be chosen by the Board of Directors on or before July 1st. The Committee shall consist of five members and two alternates, all members in good standing, no more than one of whom may be a member of the current Board of Directors. The Board shall name a Chairman for the Committee. At least one and not more than two members of the Nominating Committee shall be chosen from each of the Regions of the United States, as defined by the Board. The Nominating Committee may conduct its business by mail, or any other means of communication.

- b) **The Nominating Committee** shall nominate from among the eligible members of the Club, one candidate for each office and for each other position on the Board of Directors and a candidate for the Delegate to the American Kennel Club and shall procure the acceptance of each nominee so chosen. The Committee shall then submit its slate of candidates to the Corresponding Secretary who shall mail the list to each member of the Club on or before September 15 so that additional nominations may be made by the members if they so desire.

- c) **Additional nominations** of eligible members may be made by written petition addressed to the Corresponding Secretary and received at his or her regular address on or before October 15, signed by twenty-five (25) members and accompanied by the written acceptance of each such additional nominee signifying their willingness to be a candidate. No person shall 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 of the Nominating Committee and which meet all the requirements of Article III, Section 1.

Section 4. Elections.

- a) If no valid additional nominations are received by the Corresponding Secretary on or before October 15, the Nominating Committee's slate shall be declared elected, and no balloting will be required. The newly elected officers, directors and the delegate to the American Kennel Club shall be notified by the Corresponding Secretary by mail, and they shall assume office on January 1st next.
- b) If one or more valid additional nominations are received by the Corresponding Secretary on or before October 15, the Corresponding Secretary shall, on or before November 1, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, together with a blank envelope and a return envelope addressed to the Corresponding Secretary 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 ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Corresponding Secretary.

At a special meeting of the membership, at a place and at a time designated by the Board of Directors between December 1st and 31st the ballots shall be counted at the meeting by three inspectors of election to be chosen by the members present at the meeting. Ballots to be valid must be received by the Corresponding Secretary on or before November 30. The inspectors of election 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 at the special meeting. The persons receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the meeting, 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 3.

- c) **Nominations** cannot be made at the special meeting or in any manner other than as provided above.

ARTICLE V **Committees**

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, performance events, companion events, trophies, annual prizes, membership or 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 service has been terminated.

ARTICLE VI **Discipline**

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

Section 2. Charges. Any member may prefer charges against a member, or a Board member may act in response to claims brought against a member by an outside party, 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 Recording Secretary together with a required deposit of \$50.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Recording 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 appoint, by majority, a Disciplinary Committee of not less than three members of the Board, one member shall be appointed Chair and shall be responsible for Committee minutes.

The Board, sitting as a whole or in Committee, shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or of the breed. The Committee shall be empowered to contact all parties involved before making a recommendation as to jurisdiction. If the Committee recommends jurisdiction with respect to the charges, it is within the power of the Committee to recommend an action to the Board. If the Committee considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or of the breed, it may recommend that the Board vote by majority to refuse to entertain jurisdiction. All minutes of the Disciplinary Committee shall be made available to the Board.

If the Board entertains jurisdiction of the charges, with the written concurrence of the defendant, it may impose a disciplinary or corrective action according to guidelines established by the Irish Setter Club of America without referring the matter to a hearing. Or the Board shall fix a date of a hearing by the Board not less than three (3) weeks or more than six (6) weeks thereafter.

The Recording Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the Board hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if they wish.

Section 3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board of Directors by a majority vote of those present shall have the power to impose a disciplinary action according to guidelines established by the Irish Setter Club of America.

The Board may also recommend to the membership that the disciplinary action be expulsion. Any disciplinary action issued by the Board shall not restrict the defendant's right to appear before the defendant's fellow members at the ensuing Club meeting that considers the recommendation of the Board. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn shall notify each of the parties of the decision and penalty, if any.

Section 4. Disciplinary Action. Disciplinary action may range from a reprimand, suspension, to recommendation of expulsion from all privileges of the ISCA. The Board may suspend any member and as part of that suspension withhold any or all privileges of the Irish Setter Club of America. The Board of Directors may choose to increase or reduce the disciplinary action stated in the ISCA Guidelines based on the severity of the action, mitigation measures taken, and any other circumstances. A person suspended may request reinstatement or restoration of their privileges by petitioning the Board after 50% of the suspension has been fulfilled.

Section 5. Expulsion. Expulsion of a member of the Club may be accomplished only at the annual meeting of the Club following a hearing and upon recommendation of the Board 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 and the findings and recommendations, and shall invite the defendant, if present, to speak on his/her own behalf. The membership 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 will stand.

ARTICLE VII **Amendments**

Section 1. Amendments to the constitution and bylaws and the Standard for the breed may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition must be submitted to the Board of Directors by the Recording Secretary and shall be promptly considered by the Board of Directors. The proposed amendments must be submitted for a vote within three months of the date that they were proposed by the Board of Directors or the petition was received by the Recording Secretary.

Section 2. The constitution and bylaws, and the Standard for the breed may be amended at any time provided a copy of the proposed amendments has been mailed by the Recording Secretary to each member accompanied by a ballot on which the member may indicate their choice for or against the action to be taken. The notice shall specify a date not less than 30 days after the date of the mailing by which date the ballot must be returned to the Recording Secretary to be counted. The favorable vote of 2/3 of the members in good standing whose ballots are returned within the time limit shall be required to effect any such amendment.

Section 3. No amendment to the constitution and bylaws, or the 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 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 or any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club but after payment of debts of the Club the Board of Directors shall distribute all assets exclusively to an organization or organizations for the benefit of dogs that qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code as it now exists or as it maybe hereafter amended from time to time.

ARTICLE IX **Order of Business**

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

- Roll Call
- Minutes of last meeting
- Report of the Corresponding Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (at a special meeting if called)
- 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 the Corresponding Secretary
Report of Treasurer
Reports of Committees
Unfinished Business
Election of new members
New Business
Adjournment

ARTICLE X

Parliamentary Authority

Section 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.

ADOPTED BY
THE IRISH SETTER CLUB OF AMERICA, INC.
February 12, 1972
Approved by
The American Kennel Club, Inc.
April 13, 1972
Effective
April 19, 1972

Amended
February 27, 1980
Effective
June 1, 1980

Amended
October 20, 1981
Effective
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Amended
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