

MINNESOTA HUNTING SPANIEL ASSOCIATION CONSTITUTION AND BY-LAWS

As amended July 30, 2011

Article I. Name, Objectives, By-Laws

Section 1: Name

The name of the organization shall be Minnesota Hunting Spaniel Association.

Section 2: Objectives

The objectives of the Association shall be:

- To educate handlers, owners and the general public and to encourage and promote quality in the breeding and field testing of purebred flushing spaniels.
- To provide information and training assistance to members and to do everything possible to bring the natural abilities of their dogs to perfection.
- To do all in its power to protect and advance the interests of purebred flushing spaniels through education and by encouraging sportsman like participation at AKC hunting tests.
- To conduct sanctioned and licensed flushing spaniel tests and other activities that provide flushing spaniel owners with a means of demonstrating the abilities of their dogs.
- To educate members in preparing for, participating in, judging and working at AKC licensed hunting tests for flushing spaniels.
- To provide fellowship and an atmosphere of cooperation where flushing spaniel owners can enjoy honest and meaningful discussion and exchange of information and ideas to improve the status and breeding of purebred flushing spaniels.

Section 3: Assets/Activities

The Minnesota Hunting Spaniel Association shall be a non-profit organization and shall not have authority to issue any capital stock. The property of the Association shall be used solely to promote its objects as herein defined. No substantial part of the activities of the trust shall consist of carrying propaganda or otherwise trying to influence legislation. No part of the activities of the Association shall consist of participating in or intervening in any political campaign on behalf of any candidate for public office. Upon dissolution or winding up of the Association, any assets that remain after the payment of or provision for its debts and liabilities shall be consistent with the purposes of the Association and be paid over to charitable corporations or corporations qualifying as exempt organizations under the provisions of Section 501 (c) (3) of the U.S. Internal Revenue Code or corresponding provisions of any subsequently enacted federal law. No part of the net assets or the net earnings of the Association shall inure to the benefit of or be paid or distributed to any officer, director, employee, member or donor of the Minnesota Hunting Spaniel Association.

Section 4: By-Laws

The members of the Association shall adopt and may from time to time enact and/or revise such by-laws as may be required to carry out these objects.

Article II. Membership

Section 1: Eligibility

Anyone eighteen years of age or older in good standing with the American Kennel Club and subscribing to the purposes of the Association is eligible to apply for membership in the Association, while membership is to be unrestricted as to residence, the Minnesota Hunting Spaniel Association's primary purpose is to be representative of breeders and exhibitors in its immediate area.

Section 2: Types of Membership

There shall be one type of membership. Two individuals aged 18 or older residing in the same household may apply on the same application and in such case shall pay dues the same as for an individual membership. Both of the individuals designated as voting members on said application shall have the right to vote at membership meetings. In addition to the two designated voting members, all other household members including any children under the age of 18, are entitled to all additional rights, privileges and awards within the Association excluding voting.

Section 3: Dues

Membership dues shall be \$35.00 per year payable on or before the 1st of January of each year. For new applications submitted on or after November 1st of any year, the dues included shall constitute payment through the ensuing year. No member may vote whose dues are not paid for the current year. During the month of November the treasurer shall send to each member a statement of his/her dues for the coming year.

Section 4: Election to Membership

Each applicant for membership shall apply on a form as provided by the Association's Board of Directors. Along with the application, the prospective members shall submit dues payment for the current year.

When an application is received, the membership chair will send a message to the membership for comments and objections. At the next regularly scheduled board meeting occurring more than ten days after the applicant's name has been sent to the membership, the board shall act on the application, taking into account any comments or objections received from members.

Section 5: Termination of Membership

Membership may be terminated by:

1. 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. Dues obligations are considered a debt and become incurred on the first day of each fiscal year except when the membership is allowed to lapse.
2. Lapsing. A membership shall be considered lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year. However, the Board may grant an additional 90 days of grace to such delinquent

members in meritorious cases. In no case may a person be entitled to vote at any Association or Board meeting whose dues are unpaid as of that meeting date.

3. Expulsion. A membership may be terminated by expulsion as provided in Article VII of these bylaws.

Article III. Meetings and Voting

Section 1: Association Meetings

Meetings of the Association shall be held not less than once a year and on a date or dates selected by the Board. The site of each meeting shall also be determined by the Board, but shall rotate to various locales representing the greater Twin Cities area. Written notice of each meeting shall be mailed by the Secretary at least seven days prior to the date of the meeting. The quorum for such a meeting shall be 20% of the members in good standing.

Section 2: Special Association Meetings

Special Association meetings may be called by the President, or by a majority 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 members of the Association who are in good standing. Such special meetings shall be held at a site on such a date and hour as may be designated by the person(s) authorized herein to call such meetings.

Written notice of such meetings shall be mailed/e-mailed by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting and no other association business may be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing.

Section 3: Board Meetings

Meetings of the Board of Directors shall be held in January, February, March, April, June, August, October and December, either in person within the greater Twin Cities area or by conference call on dates selected by the Board at such hours and places as may be designated by the Board. No more than four meetings within a calendar year shall be held by conference call. The decision to hold a meeting by conference call must be made at the preceding board meeting, except in the case of special board meetings. Written notice of each meeting shall be mailed or e-mailed by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. Such Board meetings are open to the general membership.

Section 4: Special Board Meetings

Special meetings of the Board may be called by the President or by the Secretary upon receipt of a written or email request by at least three members of the Board. Such special meetings shall be held at a site or by conference call at such time and hour as may be designated by the person(s) authorized herein to call such meeting. Written or emailed notice of such a meeting shall be mailed or e-mailed by the Secretary at least 5

days and not more than 10 days prior to the date of the meeting or the Secretary shall telephone the Board members with the meeting notice at least 3 days and not more than 5 days prior to the date of the meeting. Any business may be transacted at a special board meeting. A quorum for such a meeting shall be a majority of the Board.

Section 5: Voting

Each designated voting member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Association at which he/she is present. No proxy voting will be permitted at any Association meeting or election.

Article IV. Directors and Officers

Section 1: Board of Directors

The Board shall be comprised of the President, Vice President, Secretary, Treasurer and five other persons all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the Association's annual meeting as provided in Article V and shall serve until their successors are elected. The immediate past President of the Association shall be an ex-officio, non-voting member of the Board provided he/she remains a member in good standing. Except for the past President serving his/her year as an ex-officio member of the Board, no individual shall serve more than two consecutive terms on the Board, nor shall two members of the same household serve simultaneously on the Board. General management of the Association's affairs shall be entrusted to the Board of Directors.

The newsletter editor shall be appointed by the Board of directors and serve as a non-voting member of the Board. He/she shall follow the directions of the Board on all policy and communications matters and shall bring all items in question to the Board before publishing any articles or reports on said matters. The term limits applicable to other Board members shall not apply to the editor, nor shall any service as editor be used in determining eligibility for election to terms as an officer or Board member at large.

Section 2: Officers

The Association's officers, consisting of the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Association and its meetings and the Board and its meetings.

1. The President shall preside at all meetings of the membership and the Board and shall have the duties and powers normally pertain to the office of President in addition to those particularly specified in these by-laws.
2. The Vice President shall have the duties and exercise the powers of President in the event of the President's absence, incapacity or death.
3. The Secretary shall keep a record on all meetings of the membership and the Board and of all matters of which a record shall be ordered by the Association. He/She shall

have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the membership with their addresses and carry out such other duties as are prescribed by these by-laws.

4. The Treasurer shall collect and receive all monies due or belonging to the Association. He/she shall deposit the same in a bank designated by the Board in the name of the Association. His/her books shall at all times be open to the inspection of the Board and he/she shall report to the membership and/or the Board at every meeting on the condition of the Association's finances and every item, receipt or payment not previously reported. At the annual meeting he/she shall render an accounting of all monies received and expended during the prior fiscal year. The annual financial report shall be published in the Association's January newsletter. The Board may elect to bond the Treasurer.

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 at its first regular meeting following the creation of such 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. Year, Annual Meeting, Elections, Club Logo, Colors, Letterhead

Section 1: Association Year

The Association's fiscal year shall begin on the first day of January and end on the 31st day of December. The Association's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

Section 2: Annual Meeting

The annual meeting shall be held in the month of January at which officers and directors for the ensuing year shall be announced following tabulation of the ballots. The newly elected officers and directors shall take office immediately following such announcement upon conclusion of the election and each retiring officer shall turnover to his/her successor in office all properties and records relating to that office within 30 days after the election.

Section 3: Elections

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The five nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

Section 4: Nominations

No person who has not been nominated may be a candidate in an Association election. Any Association member in good standing may be nominated. During the month of August, the Board shall select a Nominating Committee consisting of three members, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee members of their selection. The Board shall name a Chair for the Committee and it shall be his/her duty to call a committee meeting which shall be held on or before October 15th.

1. The Committee shall nominate one candidate for each office and five candidates for the five other positions on the Board, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
2. Upon receipt of the Nominating Committee's report, the Secretary shall before November 1st notify each member in writing of the candidates so nominated.
3. Additional nominations may be made by any member. The proposer shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate before January 1st. No person may be a candidate for more than one position.
4. Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

Section 5: Club Logo, Colors, Letterhead

1. The official club logo is as shown below:



The official club colors are Gray and Burgundy.

2. The official club letterhead is as shown below:



MINNESOTA HUNTING SPANIEL ASSOCIATION

3. All formal club documents, letterhead, membership brochures, envelopes, etc. will be gray with burgundy print.
4. Use of the official club logo, will be limited as follows: Jackets, blazers, coats, windbreakers, etc. The logo may be embroidered or silk screened on the front left breast of the jacket, or on the back of the jacket. When on the back of the jacket the words, Minnesota Hunting Spaniel Association may be arranged around the logo in a circular or half-moon configuration. The jacket is to be either gray on burgundy or burgundy on gray.

5. The membership may approve, in accordance with procedures outlined in Article VIII, an Alternative logo design which may be used in lieu of the official logo on club jackets, shirts, vests, hats and other merchandise. Such use and layout of the designs shall conform with the general conditions of use specified in Article V, Section 5 (5), except that the words Minnesota Hunting Spaniel Association may be arranged around the logo and/or used on either the front or back of the item.
6. The official club logo may be used either embroidered or silk screened on the front or rear of shirts, vests, hats, etc. in any color.

Article VI. Committees

Section 1: Appointment

The Board may each year appoint standing committees to advance the work of the Association in such matters as hunting tests, clinics, 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 on a particular project.

Section 2: Termination

Any committee appointed 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 VII. Discipline

Section 1: American Kennel Club Suspension

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

Section 2: Charges

Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Association. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing.

The Secretary must 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 Association. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Association, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of 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 to the accused member by registered mail Together with a notice of hearing and an assurance that the defendant may personally appear in his/her defense and bring witnesses if he/she wishes.

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 similarly in that regard.

Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and the defendant, the Board may by a majority vote of those present suspend the defendant from all privileges of the Association for not more than six months from the date of the hearing. And, if it deems that punishment is sufficient, 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 Association meeting which considers the Board's recommendation. Immediately after the Board 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 Board's decision and penalty, if any.

Section 4: Expulsion

Expulsion of a member from the Association may be accomplished only at a meeting of the Association following a Board hearing and upon the Board's recommendation as provided in Section 3 of this article. Such proceedings may occur at a regular or special meeting of the Association to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. 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 Board's findings and recommendations, and shall invite the defendant, if present, to speak on his/her own behalf if he/she wishes. The members shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those 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: Appeals

There shall be no further appeals for relief from judgment once the Board has made a decision on suspension or the membership has made a decision on expulsion.

Article VIII. Amendments

Section 1: Proposals

Amendments to the constitution and by-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by 20%-of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the membership 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: Enactment

The constitution and by-laws may be amended by a 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 mailed/e-mailed to each member at least two weeks prior to the date of the meeting.

Article IX. Annual Events, Awards

Section 1: Annual Events

The Association shall hold at least two licensed hunting tests each year. At the discretion of the Board of Directors, one informal event each year may be designated as a charitable benefit for a local humane society or other organization primarily concerned with the welfare of dogs. The members may also choose to hold an annual hunt and an annual awards banquet. The annual awards banquet shall be held in conjunction with the annual meeting.

Section 2: Annual Awards

The Association shall offer awards annually to recognize the accomplishments of members and their dogs. Such awards shall be presented at the Annual Meeting/Banquet and shall be subject to the following conditions:

Awards shall be given for any dog that earned a title or final qualifying score while the owner was an active member of MHSA, provided that at the time it was earned the dog:

1. Was owned or co-owned by the member(s), or an immediate family member living within the same household;
2. Resided within that same household or temporarily with their designated agent/handler &;
3. Was handled to the title by one of the individuals described above.

An official MHSA plaque will be awarded to any member's dog that completes its first AKC or parent club hunting title since becoming a member in accordance with the preceding paragraph. Additional plates will be added to the plaque to recognize any other AKC and parent club awards earned since becoming a member, and will be added for those titles earned in subsequent years of membership. The Board may also approve the addition of plates for special awards which support the club's purpose and objectives as outlined by Article I, Section 2, of our constitution.

Certificates and other forms of recognition may be awarded for the completion of all other AKC, parent club or other recognized titles designated by the Board, and for qualifying scores earned toward these titles. The Association may also offer other special awards which support the club's purpose and objectives as outlined by Article I, Section 2, of our constitution.

Special awards, such as traveling trophies or plaques, may be donated by members, sponsors and other contributors to recognize other accomplishments. For these to be officially recognized by the Association and made a part of the annual awards presentation, they must be approved by the Board. Once approved, the awards can only be discontinued by following the same procedures described elsewhere for amending the constitution. At a minimum, such awards must meet the following criteria:

1. Be openly competitive, so that all members meeting certain characteristics or standards have an equal chance to qualify.
2. Be based upon objective qualifications that fully define the requirement for achieving the award. Or, if subjective, that provision is made for an MHSA-appointed committee or group to select the winner.
3. Donor(s) accept responsibility for all ongoing financial commitments necessary to continue the award. Donor(s) may submit a request to the Board in writing to discontinue the award after five years, or earlier if a compelling reason exists. The Board may opt to continue the award with MHSA funds, in which case the donor(s) sponsorship shall be removed from future awards.

Every four years beginning in 2002 the Board shall conduct a review of the existing awards and, if deemed appropriate, make recommendations to the membership to discontinue, modify or enhance these awards. The recommendations shall be enacted by a 2/3 vote of the members present and voting at the next available membership meeting, provided that they were mailed/e-mailed to each member at least two weeks prior to the meeting.

Article X. Dissolution

Section 1: Dissolution

The Association may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of dissolution of the Association other than for purposes of reorganization whether voluntary or involuntary or by operation of the law, none of the property of the Association shall be distributed to any members of the Association, but after payment of the debts of the Association its property and assets shall be given to a charitable organization for the benefit of dogs. The appropriate organization shall be selected by the Board of Directors.

Article XI. Order of Business

Section 1: Association Meetings

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

- Roll Call/ Attendance
- Minutes of the Last Meeting
- Report of the President

- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Election of Officers and Board (at Annual Meeting)
- Election of New Members
- Unfinished Business
- New Business
- Club Events
- Adjournment

Section 2: Board Meetings

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 Secretary
- Report of the Treasurer
- Report of Committees
- Club Events
- Unfinished Business
- New Business
- Adjournment

Section 3: Other Matters

For further reference on all matters not included and provided for in this constitution and by-laws, Robert's Rules of Order and Robert's Parliamentary Law shall be consulted for assistance in reaching a final decision.

Appendices – By-Laws & polices

Section 1: Web Site Policy

MHSA's official website is maintained and operated in accordance with the objectives of the organization and specifically to accomplish the following:

1. Promote MHSA, AKC and spaniel parent club activities and events.
2. Provide information and assistance on the selection, care and training of hunting spaniels.
3. Provide education and information to assist hunting spaniel owners in preparing for and participating in AKC hunting tests, working tests and other spaniel hunting events.
4. Encourage sportsmanlike participation in everyday hunting activities.

This website shall not be used to promote commercial or personal gain for individual members, nor to promote the commercial or individual interests of others. The posting of information on and links to any members or other websites shall be consistent with the objectives outlined above and subject to the following:

1. MHSA membership lists shall not be posted on the website. Board members shall be listed during their terms. Test chairs, secretaries and other committee and/or event chairs and officials shall be listed as appropriate to facilitate registration and

communication for these events. All such listings shall be limited to addresses, phone numbers, e-mails and other personal contact information. They shall not include website or other individual information that has any type of commercial or promotional intent.

2. Website links to AKC, parent club and other non-profit hunting spaniel organizations may be included on the website. Any other links to hunting spaniel groups or individuals must be approved by the Board.

3. The MHSA website coordinator may, in connection with the promotion of various events, temporarily list or post websites of sponsors, organizations and other entities appropriate to providing complete information and recognition for those events.

4. Continuing commercial sponsors of MHSA events may, as approved by the Board, be provided an ongoing ad and/or website listing or link at no cost. All such requests shall be reviewed and approved by the Board prior to the website coordinator activating the link(s).

5. Any other requests to provide website ads or links shall be submitted to the Board for approval.

6. The MHSA website page on which the links are listed shall contain a statement indicating that the listing of those websites does not represent an official endorsement or any type of guarantee of anything listed on those sites.

Adopted by the MHSA Board on 12-4-01

Section 2: Proper Care & Disposal of Game Policy

The game shot and dispatched at field events needs to retain the same consideration and dignity as if it were game acquired from an actual hunt.

Procedure:

1. All useable game will be cleaned by club volunteers or appointed volunteers immediately after the conclusion of the event. No game will be cleaned prior to the conclusion of an event due to the need for birds at water tests/series, or be removed from the field by anyone other than the game stewards or event committee members.

2. All good meat will be bagged and offered to event volunteers first as a "thank you" for their work. Any remaining meat will be offered to owners of dogs that were participating in the event or sold at market price at the discretion of the event chairperson.

3. The disposal of all other "waste" parts of the game may be handled in one of several ways:

b. "Waste" portions of the game will be bagged and disposed of in a proper manner in a waste receptacle.

c. Any club member/s interested in using/taking the "waste" portion of the game must inform the event chairperson prior to the start of the event and pay a fee to MHSA of \$2 per total entered dogs (generally 20-45 dogs) in the event(#) on that day. This payment must be received on the day of the event and covers the cost of all "waste". This cost will be used to defer the recently increased (by 400%) AKC fee charged to all clubs hosting field events and also to compensate the club for any profit gained or lost in the use of the game. If the member/s have served in a volunteer position during the event for the majority(*) of the event (committee member, marshal, bird planter, gun, etc...) then the "waste" may be taken at the rate of \$1 per (total) entered dogs on the day of the event.

Per request of Major Ave Hunt Club, only designated bird cleaners, by the event chairperson, may have access to the bird cleaning facilities due to liability issues.

Event – The time frame for which an AKC event number has been assigned or the duration of time from the start time of any non-AKC event listed in the MHSA newsletter or website until the conclusion has been declared by the event chairperson.

* **Majority** – a volunteer has worked the majority of an event if they were assigned to a specific position and fulfilled that position at the discretion of the event chairperson. i.e. junior field bird planter or senior field marshal etc.... (The time that the volunteer is running their own dog is exempt)

Adopted by the MHSA Board on 11-2-04

Money collection policy. Approved at March 2010 Board Meeting.

Individuals who have had payments to the MHSA returned for insufficient funds will be required to make future payments to the club via cashier's check, money order, or cash for a period of two years from the date of the infraction. In the event of a second offense, re-offenders will be required to make all payments to the MHSA via cashier's check, money order, or cash