



## IRISH SETTER CLUB OF COLORADO, INC. BYLAWS

### ARTICLE I Name and Objectives

- SECTION 1:** The name of the Club shall be the Irish Setter Club of Colorado, 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 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;
  - (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at American Kennel Club sanctioned and/or licensed events and Irish Setter Club of Colorado club functions;
  - (d) to conduct American Kennel Club sanctioned and/or licensed events under the rules and regulations of the American Kennel Club;
  - (e) to conduct Irish Setter Club of Colorado club functions as applicable;
  - (f) to educate the members and general public about purebred Irish Setters;
  - (g) to be representative of the breeders and exhibitors of the State of Colorado;
  - (h) to promote cooperation and good sportsmanship among its members in attaining these objectives.
- SECTION 3:** 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 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 objectives.

### ARTICLE II Membership

- SECTION 1:** Eligibility. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in the State of Colorado. There shall be the following types of membership open to all persons 18 years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club:
- (a) Regular -
    - (1) Single - Open to an individual.
    - (2) Family - Open to no more than 2 adults living in the same household, and any unmarried children under the age of 18 years, also in the same household. Said children are considered Junior members, and shall not vote or be counted in determining the quorum, nor may they hold office.
- Regular adult members shall be entitled to all privileges including full voting rights at Club meetings, they shall be counted in the quorum composition, and they are eligible to hold office. Regular voting members are the basis of the Club, and their attendance and participation is urged at Club meetings, as well as events.
- Due to quorum requirements, those prospective members who are unable to regularly attend meetings and vote should apply as Associate members.

- (b) Associate - Open to individuals who wish to be associated with the Irish Setter Club of Colorado, Inc. but feel they cannot be active. This membership has all the privileges of Regular Membership excluding voting rights, however Associate Members shall not be counted in the quorum composition and shall not be eligible to hold office.
- (c) Honorary - To recognize an individual for meritorious service beneficial to purebred dogs. Honorary Members shall not vote, nor hold office, nor receive awards and shall not be included in the quorum composition; all other rights and benefits shall be accorded as to Regular Members. They shall be called in the roll under the heading "Honorary Members". Honorary Memberships are given for life but may be terminated as provided herein.

The Membership cannot be assessed payments other than dues.

## SECTION 2:

### Dues.

- (a) Regular -
  - (1) Single - Dues shall not exceed \$50.00 per year.
  - (2) Family - Dues shall not exceed \$75.00 per year.
- (b) Associate - Dues shall not exceed \$50.00 per year.
- (c) Honorary - There shall be no dues.

Dues shall be payable on or before the first day of July of each year. No member may vote whose dues are not paid for the current year. During the month of May, the Treasurer shall send to each member a statement of dues for the ensuing year. New memberships proposed and accepted after January 1st will be charged one half the yearly dues to cover the remainder of the year.

## SECTION 3:

### Election to Membership.

- (a) Regular - 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 the Articles of Incorporation and 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, the date received by the Recording Secretary, and it shall carry the endorsement of two members in good standing other than the Recording Secretary. Dues for the current year shall accompany the application. All applicants are required to attend at least one meeting prior to election to membership.

Applications are to be filed with the Recording Secretary and each application will be read at the first regular meeting of the Club following its receipt. If the meeting requirement has been fulfilled, at the next regular club meeting the application will be voted upon by secret ballot and affirmative votes of 3/4 of the members present at that meeting shall be required to elect the applicant. Membership shall be retroactive to the date received by the Recording Secretary. The Corresponding Secretary shall notify the applicant as to the results of the voting.

Applicants for membership who have been rejected by the Club may not re-apply within six months from the date of balloting.

- (b) Associate - Same as regular election with the meeting requirement deleted.

An Associate Member may apply for change to a Regular Membership by verbal request while in attendance at any regular Club meeting, or by mailed application as in Article II, Section 3 (a), and any difference in dues between Associate and Regular Membership shall be submitted at the time of application. If application is made while in attendance at a meeting, the change may be voted upon at the next meeting; however if received by mail it may not be voted upon until the meeting attendance requirement in that section has been satisfied. An Associate Member who has been rejected for Regular Membership shall not lose his Associate Member status.

- (c) Honorary - Any regular member may nominate an individual for Honorary Membership at any regular Club meeting. The credentials of the nominees shall be submitted in writing to the President who shall read them aloud and pass them to the Recording Secretary for keeping. Nominees need not be present nor need they express willingness to accept an Honorary Membership. At the next regular meeting, the credentials shall be re-read by the Recording Secretary, voting shall then take place, and the ballot shall be secret and affirmation of 3/4 of the members present shall be required to elect. The Corresponding Secretary shall notify the person or persons who have been elected to Honorary Membership.

An Honorary member may apply for change to a Regular Membership by verbal request while in attendance at any regular Club meeting, or by mailed application as in Article II, Section 3 (a), upon payment of dues. An Honorary Member who has been rejected for Regular Membership shall not lose his Honorary Member status.

## SECTION 4:

### Termination of Membership.

Regular and Associate memberships may be terminated:

- (a) by resignation. Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary. No member may resign when in debt to the Club. 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 shall be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board of Directors may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no instance 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 for in Article VII, Section 4 of these Bylaws.

Honorary memberships may be terminated only by either (a) resignation or (c) expulsion, as detailed above.

### ARTICLE III Meetings and Voting

- SECTION 1:** **Club Meetings.** There shall be a minimum of three (3) meetings of the Club per Club year, held within 100 miles of the greater Denver area at such hour and place as may be designated by the Board of Directors. Written and/or email notice of each such meeting shall be sent by the Corresponding Secretary at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be 20% of the voting membership.
- SECTION 2:** **Special Club Meetings.** Special Club Meetings may be called by (a) the President, or (b) by a majority vote of the members of the Board of Directors who are present at any regular or special meeting of the Board; or (c) shall be called by the Corresponding Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held within 100 miles of the greater Denver area at such date, hour and place as may be designated by the person or persons authorized within this paragraph to call such meetings. Written and/or email notice of such meeting shall be sent by the Corresponding Secretary at least (5) days and not more than fifteen (15) days prior to the date of the meeting, and said notice shall state the purpose(s) of the meeting and no other club business may be transacted thereat. The quorum for such meetings shall be 20% of the voting membership.
- SECTION 3:** **Board Meetings.** There shall be a minimum of six (6) Board of Directors Meetings per Club year, held within 100 miles of the greater Denver area at such hour and place as may be designated by the Board. Written and/or email notice of each such meeting shall be sent by the Corresponding Secretary to the Board members at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.
- SECTION 4:** **Special Board Meetings.** Special Board of Directors Meetings may be called by (a) the President, or (b) shall be called by the Recording Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held within 100 miles of the greater Denver area at such date, hour and place as may be designated by the person or persons authorized within this paragraph to call such meetings. Written and/or email notice of such meeting shall be sent by the Recording Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting. Said notice shall state the purpose(s) of the meeting, and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.
- SECTION 5:** **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 is present. A Regular Family membership carries one (1) vote for each adult member, and any children under the age of 18 may not vote. Proxy and/or mail in voting will not be permitted at any meeting or election of the Club or the Board of Directors.

Voting for election of Board of Directors shall be by written ballot. All other voting shall be done by either voice, roll call vote, show of hands, or written ballot.

### ARTICLE IV Directors, Officers, Vacancies

- SECTION 1:** **Board of Directors.** The Board of Directors shall be comprised of the Club Officers and three (3) other persons, all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article V or until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors. The Board shall be subject to the orders of the Club, and none of its acts shall conflict with action taken by the Club.
- SECTION 2:** **Officers.** The Club's officers, consisting of President, Vice President, Corresponding Secretary, Recording Secretary, and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board of Directors and its meetings:
- (a) The President shall preside at all meetings of the Club and the Board of Directors and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Bylaws. The President shall vote only in the case of a tie vote.
  - (b) The Vice President shall have the powers and exercise the duties of the President in case of the President's absence, incapacity, death, or resignation. The Vice President shall be responsible for programs of club meetings.
  - (c) The Corresponding Secretary 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, take charge of all correspondence belonging to the club, and carry out such other duties as are prescribed by the Board of Directors and Robert's Rules of Order.
  - (d) The Recording Secretary shall keep and read minutes of the meetings, take roll call and mark the absentees at club meetings and meetings of the Board of Directors, take charge of all documents belonging to the club, and carry out such other duties as are prescribed by the Board of Directors and Robert's Rules of Order.
  - (e) The Treasurer shall collect and receive all moneys due or belonging to the Club and receipt thereof; and shall deposit same in a bank satisfactory to the Board of Directors in the name of the Club. The books shall be open to inspection by the Board of Directors and Club members at all times and a report shall be given at every meeting on the condition of the Club's finances and on every item of receipt or payment not before reported, and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year.

**SECTION 3:** **Removal and Forfeiture of Office.** Any officer or director may be removed from office at any time upon a vote of 3/4 of the members present at a special meeting of the members called for that purpose. Any officer or director who is absent from two (2) consecutive meetings of the Board of Directors without prior notice to and approval of the majority of the Board, or who is absent from a total of three (3) meetings of the Board of Directors without approval during any term of office shall immediately and automatically thereupon forfeit his office.

Any vacancy occurring by reason of forfeiture or removal shall be filled in accordance with the provisions of Section 4 of this Article.

**SECTION 4:** **Vacancies.** Any vacancies occurring on the Board or among the Officers during the year shall be filled for the duration of the term by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy; 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 then be filled by the Board, as provided herein.

## ARTICLE V

### Club Year, Annual Meeting, Elections, and Nominations

**SECTION 1:** **Club Year.** The Club Year and fiscal year shall begin on the first day of July and end on the 30th day of June. The Club's official year shall begin immediately at the conclusion of the Annual Meeting and shall continue through the next Annual Meeting.

**SECTION 2:** **Annual Meeting.** The Annual Meeting shall be held in the month of June at which time the Board of Directors and Officers for the ensuing year shall be elected by written ballot in accordance with Article III, Section 5. They shall take office immediately upon conclusion of the Annual Meeting and each retiring officer shall turn over to his successor in office all properties and records relating to that office within thirty (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 three nominated candidates for positions as directors who receive the greatest number of votes shall be declared elected. If there are no additional candidates nominated as specified below in Article V, Section 4 (c), the Nominating Committee's selections shall be declared elected, and no balloting will be required for unopposed candidates.

**SECTION 4:** **Nominations.** No person may be a candidate in a club election who has not been nominated. At the December General Meeting, the Board of Directors shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one of whom may be a member of the Board, however, a Board member is not essential to the committee. The Corresponding Secretary shall immediately notify the committeemen and alternates of their selection, if they are not present. The Board shall name a chairman for the committee and it shall be his duty to call a committee meeting which shall be held on or before February 15.

- (a) The committee shall nominate one (1) candidate for each office and three (3) candidates for the three (3) positions of directors and, after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing and/or by email.
- (b) Following receipt of the report of the Nominating Committee, the Corresponding Secretary shall send notice of the candidates so nominated to each Club member, as part of the written and/or email notice of the March meeting sent as specified in Article III, Section 1, so that additional nominations may be made by the members if they so desire.
- (c) Additional nominations may be made at the March meeting by any member in attendance, provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Recording Secretary a signed statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one office.
- (d) Nominations cannot be made at the annual meeting or in any manner other than as provided for in this section.

## ARTICLE VI

### Committees

**SECTION 1:** At the first general meeting of the official year the Board of Directors shall announce their selections for chairman of the following committees:

- (a)
  1. Specialties
  2. Field Trials
  3. Judges
  4. Obedience
  5. Audit
- (b) Such other committees as are considered desirable.

**SECTION 2:** Each chairman shall select his own committee members subject to approval of the Board of Directors. Each committee shall be in direct charge of, and responsible for, all phases of their respective categories subject, however, to the final approval of the Board.

**SECTION 3:** The Audit Committee shall consist of two members who shall examine the records of the Treasurer at the close of each fiscal year and report their findings, in writing, to the Board of Directors. A vocal report shall then be given at the December General Meeting.

**SECTION 4:** Any committee appointment may be terminated by a majority vote of the full membership of the Board of Directors 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 automatically shall be suspended from the privileges of this Club for a like period.
- SECTION 2:** **Charges.** Although lesser options should first be utilized, any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a 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 photocopy 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 (3) weeks nor more than six (6) weeks thereafter. The Recording Secretary shall thereupon send the supplied duplicate copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.
- SECTION 3:** **Board Hearing.** The Board of Directors 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 may, by a majority vote of those present, reprimand, censure, and/or suspend the defendant from all privileges of the Club for not more than six (6) 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. Immediately after the Board has reached a decision, its finding shall be put in written form and filed by the Recording Secretary. The Recording Secretary shall then notify each of the parties of the Board's decision and penalty, if any.
- SECTION 4:** 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. 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 own behalf if he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those members present at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

## ARTICLE VIII Amendments

- SECTION 1:** Amendments to the Bylaws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by 20% of the Regular membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the Regular members with recommendations of the Board by the Corresponding Secretary for a vote within three (3) months of the date when the petition was received by the Recording Secretary.
- SECTION 2:** The Article of Incorporation and Bylaws may be amended by a 2/3 written ballot vote of the members present at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and been sent as specified in Article III, Section 1 to each member at least two weeks prior to the date of the meeting.

## ARTICLE IX Dissolution

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 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 X 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:
- Call to order
  - Roll call
  - Introduction of prospective members
  - Introduction of guests
  - Minutes of the last meeting
  - Report of the President
  - Report of the Corresponding Secretary
  - Report of the Recording Secretary
  - Report of the 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 of Directors, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Call to order  
Roll call  
Minutes of the last meeting  
Report of the Corresponding Secretary  
Report of the Recording Secretary  
Report of the Treasurer  
Reports of Committees  
Unfinished business  
New business  
Adjournment

## ARTICLE XI

### Parliamentary Authority and Special Rules of Order

**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.

**SECTION 2:** Special Rules of Order:

- (a) Determination of a Quorum Involving Fractions.  
When applying fractions to determine a quorum it is defined that the quorum shall be the next smaller whole number when the fraction is one half or less and the next larger whole number when the fraction is greater than one-half.
- (b) Computation of number of days notice.  
The number of days is computed by counting all calendar days (including holidays and weekends), excluding the day of the meeting but including the day of the mailing.

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These amended Bylaws were adopted by the membership on December 6, 2008. These 2008 Bylaws replace all previous Bylaws revisions, the most recent previous version having been that as dated/published April 24, 2005.  
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