

**MAINE SPANIEL FIELD TRIAL CLUB, INC.
BY-LAWS**

**ADOPTED APRIL 18, 1981
REVISED THROUGH April 13, 2025**

ARTICLE I. NAME AND OBJECTS

Section 1. Name

The name of the Club shall be the Maine Spaniel Field Trial Club.

Section 2.

The objectives of the Club shall be to:

- a) encourage and promote the responsible breeding of pure-bred Spaniels and to do all possible to bring their natural qualities to perfection;
- b) hold licensed Field Trials and Hunt Tests under the rules and regulations of The American Kennel Club;
- c) promote all similar activities designed to encourage the development of better breeds of dogs, and in particular the Spaniel breeds;
- d) foster and advance educational, social, and charitable ideas relative to the training, breeding, and ownership of Spaniels; and
- e) promote friendship, understanding, cooperation, and sportsmanlike competition among owners and breeders of Spaniels at Field Trials, Hunt Tests, and all similar activities.

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 by-laws as may be required to carry out these objects.

ARTICLE II. MEMBERSHIP

Section 1. Eligibility for Membership

An applicant shall be eighteen years or older, shall be in good standing with The American Kennel Club and shall subscribe to the purposes of this Club.

Section 2. Family Membership

All Club memberships shall be family memberships, which shall include, as separate voting members, two adults and each child eligible for membership.

Section 3. Dues

All dues shall be payable on January 1st. No member whose family membership dues are unpaid for the current year may vote. The board of directors shall fix the annual dues for the upcoming year at the Annual Meeting.

Section 4. Election to Membership

Each applicant for membership shall apply on such form as is approved from time to time by the board of directors. Such form shall provide that the applicant agrees to abide by these constitution and by-laws and the rules of The American Kennel Club. The application shall state the name and address of the applicant, and it shall carry the endorsement of two members. Accompanying the application, the prospective member shall submit dues payment for the current year. Conditional membership shall be granted at this time.

All applications are to be filed with the Secretary, and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting the application will be voted upon and affirmative votes of 75% of the members present and voting at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

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 Secretary.
- b) By lapsing. A member will be considered as lapsed and automatically terminated if such member's dues remain unpaid 180 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 Club meeting whose dues are unpaid as of the date of that meeting.

ARTICLE III. MEETINGS AND VOTING

Section 1. Club Meetings

The Club's meetings shall be held within the State of Maine on such date and at such hour and place as may be designated by the President or by the board of directors from time to time.

Written notice of each such meeting shall be sent electronically by the Secretary at least 7 days prior to the date of the meeting.

The quorum for such meetings shall be the lesser of 20% of the voting members of the Club or 15 voting members in good standing.

Section 2. Special Club Meetings

Special Club meetings may be called by the President, or the board of directors, and shall be called by the Secretary upon receipt of a petition signed by five voting members in good standing. Such special meetings shall be held within the State of Maine at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent electronically by the Secretary at least 7 days prior to the date of the meeting. The quorum for such a meeting shall be as aforesaid. Any such notice of a special meeting shall state the purpose or purposes of the meeting and no other business shall be transacted thereat.

Section 3. Board of Directors Meetings

The President may hold regular and special board meetings and shall hold meetings at the Secretary's request upon receipt of a written request signed by at least two board members. Such meetings shall be held within the State of Maine at such place, date, and hour as may be designated by the person authorized herein to call such a meeting. Notice of such meeting shall be sent electronically by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting, and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the board.

With approval of all board members, an on-line meeting may be held. Notice of such meeting shall be sent electronically by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the board.

Section 4. Voting

Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he or she is present. Except as otherwise prescribed by the board of directors with respect to any particular meeting or election, proxy voting shall not be permitted at any Club meeting or election.

ARTICLE IV. DIRECTORS AND OFFICERS

Section 1. Board of Directors

The board of directors and club officers shall manage the activities of the Club.

The board of directors shall be comprised of no fewer than five or more than nine directors. The number of directors may from time to time be fixed by resolution of the directors.

Each director's term of office shall be two years or until his or her successor has been elected or appointed and qualified.

The board may, by vote of a majority of the directors then in office, elect from their number an executive committee and other committees and may delegate to any such committee or committees some or all of the powers of the directors, except those which by-law, by the charter or by these by-laws they are prohibited from delegating. Except as the directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the directors or such rules, its business shall be conducted in substantially the same manner as is provided by these by-laws for the conduct of business by the directors.

Section 2. Officers

The Club's officers, consisting of the President, the Vice-President, the Secretary and the Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the board and its meetings. Each such officer, if not a director, shall be entitled to attend all meetings of the directors and shall be entitled to vote if present.

- a) The President shall preside at all meetings of the Club and of the board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these by-laws.
- b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- c) The Secretary shall keep a record of all meetings of the Club and of the board and of all matters of which a record shall be ordered by the Club. The 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, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in these by-laws.
- d) The Treasurer shall collect and receive all money due or belonging to the Club. The Treasurer shall deposit the same in a bank designated by the board in the name of the Club. The Treasurer's books shall at all times be open to inspection of the board and he or she shall report to them at every meeting the condition of the Club's finances; and at the annual meeting he or she 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.
- e) The offices of Secretary and Treasurer may be held by the same person.

Section 3. Vacancies

Any vacancies occurring on the board or among the offices 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. THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

Section 1. Club Year

The Club's fiscal year shall begin on January 1st and end on December 31st

Section 2. Annual Meeting

The annual meeting shall be held in the month of April at which the officers and director vacancies for the ensuing year shall be elected by secret, written ballot (or, if no member objects, by voice vote) from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his or 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 and each directorship shall be declared elected.

Section 4. Nominations

No person may be a candidate in a Club election who has not been nominated. The board shall select a Nominating Committee and Committee Chairman consisting of three voting members, not more than one of whom shall be a member of the board. The Secretary shall immediately notify the committee members of their selection. The board shall name a Chairman for the Committee, and it shall be his or her duty to call a committee meeting which shall be held on or before March 1st.

- a) The Committee shall nominate one candidate for each office and candidates for the other vacant positions on the board. After securing the consent of each person so nominated, the committee shall immediately report their nominations to the Secretary in writing.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall before March 15th notify each member in writing of the candidates so nominated.
- c) Additional nominations may be made at the March meeting or provided there is no March meeting in writing to the Secretary by any voting member, provided that the person so nominated accepts when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his or her proposer shall present to the Secretary a written statement from the proposed candidate signifying his or her willingness to be a candidate.

Any person may be a candidate for both a director and an officer position, and the additional nominations which are provided for herein may be made only from among those voting members who have not accepted a nomination of the Nominating Committee. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE VI. COMMITTEES

Section 1. Standing Committees

The Board may each year appoint standing committees to advance the work of the Club in such matter as field trials, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

Section 2. Termination of Committee Appointment

Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VII. DISCIPLINARY

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 the Club 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 Club or the sport. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10 which shall be forfeited if such charges are not sustained by the board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the board present then 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 or the breed. If the board entertains jurisdiction of the charges it shall fix a date of a hearing by the board not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one 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 or 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 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, suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his or her fellow members at the ensuing Club 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 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 the Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the board's

recommendation. The defendant shall have the privilege of appearing in his or 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 or her own behalf if he or she wishes. The meeting shall then vote by secret, written ballot on the proposed expulsion. A 66 ²/₃% vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is voted down, the board's suspension shall stand.

ARTICLE VIII. AMENDMENTS

Section 1. Amendments

Amendments to these by-laws may be proposed by the board of directors or by written petition addressed to the Secretary signed by twenty percent (or no less than 10 voting) members in good standing. Amendments proposed by such petition shall be promptly considered by the board of directors and must be submitted to the members with recommendations of the board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Section 2.

The charter and by-laws may be amended by a 2/3 vote of the voting 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 sent electronically to each member at least 10 days 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 voting members. In the event of the dissolution of the Club 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

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

Roll Call

Minutes of last meeting

Report of President

Report of Secretary

Report of Treasurer

Report of Committees

Election of Officers and Board (at annual meeting)

Election of new members

Unfinished business

New business

Adjournment