

THE EASTERN IRISH SETTER ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS

TABLE OF CONTENTS

ARTICLE I – NAME	1
ARTICLE II – OBJECT	1
ARTICLE III – NOT FOR PROFIT	1
ARTICLE IV – PARLIAMENTARY AUTHORITY.....	1
ARTICLE 1 – MEMBERSHIP.....	2
Single	2
Family.....	2
Junior	2
Honorary	2
ARTICLE II – ELECTION TO MEMBERSHIP	2
Single and Family Membership.....	2
Junior Membership	3
Honorary Membership	3
Membership Applications.....	3
ARTICLE III – TERMINATION OF MEMBERSHIP	3
Resignation	3
Lapsing.....	4
Expulsion.....	4
ARTICLE IV – DISCIPLINE	4
Charges.....	4
Formal Hearing.....	4
Expulsion.....	5
Automatic Suspension.....	5
ARTICLE V – MEETINGS	5
Regular General Membership Meetings	5
Special General Membership Meetings	5
Regular Board of Directors Meetings.....	5
Special Board of Directors Meetings.....	6
Notice of Meetings.....	6
Written Notice.....	6
Voting	6
Quorum for Meetings	6
Minutes of Meetings	6
Cancellation of Meeting	6
ARTICLE VI – OFFICERS	6
Terms.....	7
Duties	7
Vacancies.....	7
ARTICLE VII – BOARD OF DIRECTORS.....	7
Vacancies.....	7

ARTICLE VIII – NOMINATIONS AND ELECTIONS..... 8
Nominating Committee 8
Chairman..... 8
Nominations by Petition 8
Election 8

ARTICLE IX – COMMITTEES 9

ARTICLE X – ORDER OF BUSINESS 9
General Membership Meetings..... 9
Board of Directors Meetings 9

ARTICLE XI – PROHIBITIONS..... 9
Seal of the Association 9
Bills..... 9
Bills over \$500.00 9

ARTICLE XII – DUES AND FEES 10

ARTICLE XIII – AMENDMENTS..... 10
Constitution and By-Law..... 10
Amendments Proposed by Petition..... 10
Two-thirds (2/3) Vote 10

ARTICLE XIV – DISSOLUTION..... 10

THE EASTERN IRISH SETTER ASSOCIATION, INC.

CONSTITUTION

ARTICLE I – NAME

The name of the organization shall be The Eastern Irish Setter Association, Inc.

ARTICLE II – OBJECT

The object of the Association shall be “to promote and improve the breed of Irish Setters; to instruct its members in all matters pertaining to Irish Setters; and to promote and support activities relating to the breed of Irish Setters”.

ARTICLE III – NOT FOR PROFIT

The Association shall not be conducted or operated for profit and no part of any monies obtained through the Association from any source whatsoever shall inure to the benefit of any member of individual.

ARTICLE IV – PARLIAMENTARY AUTHORITY

Robert’s Rules of Order, latest edition, shall govern any situation for which the Constitution and By-laws of the Association have no provision in respect thereto.

THE EASTERN IRISH SETTER ASSOCIATION, INC.

BY-LAWS

ARTICLE 1 – MEMBERSHIP

Section 1. There shall be four types of membership:

- A. Single
- B. Family
- C. Junior
- D. Honorary

Section 2. Single

Single membership shall be open to all persons eighteen years of age and older who own or have owned an Irish Setter or to those who are interested in the breed of Irish Setters and who are in good standing with the American Kennel Club and who subscribe to the purposes of this Association and the precepts of Eastern Irish Setter Association's Breeders' Code of Ethics. Single members in good standing shall be entitled to all membership benefits including the right to vote and hold office.

Section 3. Family

Family membership shall be open to all families who own or have owned an Irish Setter or to those who are interested in the breed of Irish Setter and who are in good standing with the American Kennel Club and who subscribe to the purposes of this Association and the precepts of Eastern Irish Setter Association's Breeders' Code of Ethics. A family membership shall consist of one or two adults and all children under the age of eighteen (18) residing in the same household. Adult family members in good standing shall be entitled to all membership benefits including the right to vote and hold office. Family members under the age of eighteen (18) shall be eligible for all membership benefits except that they shall not be entitled to vote or hold office.

Section 4. Junior

Junior membership shall be open to individuals under the age of eighteen (18) in whose family no adult is a member of the Eastern Irish Setter Association. Junior members shall be eligible for all membership benefits except that they shall not be entitled to vote or hold office.

Section 5. Honorary

Honorary membership shall be awarded by the Association to persons who have rendered a unique or valuable service to the breed of Irish Setters or to the welfare of the Association. An honorary member shall be exempt from payment of any dues to the Association. Honorary members in good standing shall be entitled to all membership benefits including the right to vote and hold office.

ARTICLE II – ELECTION TO MEMBERSHIP

Section 1. Single and Family Membership

Each applicant for single or family membership shall not apply on a membership application approved by the Board of Directors. Said form shall include a statement that the applicant(s) agree(s) to abide by the Constitution and By-Laws of the Association, the Association's Breeders' Code of Ethics and the rules of the American Kennel Club; the

name, address, and signature of the applicant(s) and the signature of two sponsors who are members of the Association in good standing. Applicants for single or family membership shall be accompanied by a registration fee and the dues payment for the current year.

Section 2. Junior Membership

Each applicant for junior membership shall not apply on a membership application approved by the Board of Directors. Said form shall include a statement that the applicant(s) agree(s) to abide by the Constitution and By-Laws of the Association, the Association's Breeders' Code of Ethics and the rules of the American Kennel Club; the name, address, and signature of the applicant(s) and the signature of two sponsors who are members of the Association in good standing. Applicants for junior membership shall be accompanied by a registration fee and the dues payment for the current year.

Section 3. Honorary Membership

A candidate for honorary membership may be proposed in writing by at least five members in good standing for consideration by the Board of Directors. Upon affirmative vote of at least two-thirds of the Board of Directors, the candidate for honorary membership shall be submitted to the members at the next general membership meeting of the Association for their approval.

Section 4. All membership applications are to be filed with the Corresponding Secretary. The prospective member is required to attend either the meeting at which the application is originally read or the meeting at which the applicant is voted on. (Family memberships require the attendance of two adult voting members at either the meeting where the members are originally read or the members are voted on.) Each applicant is to be read at the first general membership meeting of the Association following its receipt. At the succeeding general membership meeting, but not to exceed three (3) meetings from the time of original presentation the application shall be voted upon and affirmative votes of three quarters (3/4) of the members present and voting at that meeting shall be required to elect the applicant to membership.

Section 5. Persons whose Eastern Irish Setter Association membership has lapsed within three (3) years of the April 1 renewal date shall be exempt from attendance requirements described in Section 4.

Section 6. Applicants for membership who have been rejected by the Association shall have all monies submitted returned to them and may not reapply within six months after such rejection.

Section 7. Applicants for membership who have been accepted by the Association shall receive a copy of the Constitution and By-Laws and of the Breeders Code of Ethics. A candidate elected to honorary membership in the Association shall be installed with suitable ceremony at a general membership meeting.

ARTICLE III – TERMINATION OF MEMBERSHIP

Section 1. Membership in the Association may be terminated by resignation, lapsing or expulsion.

Section 2. Resignation

Any member in good standing may resign from the Association upon written notice to the Corresponding Secretary but no member may resign when in debt to the Association. Dues obligations are considered a debt to the Association and they are incurred on the first day of each fiscal year.

Section 3 Lapsing.

Any member whose dues have not been paid ninety (90) days (April 1 [March 31 in a Leap Year]) after the first day of the fiscal year shall be billed by the treasurer, this billing to contain a copy of Article VII, Section 3 of the Constitution and By-Laws. For failure to pay dues within ten (10) days after the date of mailing, the delinquent membership shall automatically be terminated. ***Dues paid by checks that are dishonored shall be deemed unpaid and subject to the rules set out in this section. Bank charges and administrative cost will be added to amount owed.***

Section 4. Expulsion.

A membership may be terminated by expulsion as provided in Article IV.

ARTICLE IV - DISCIPLINE

Section 1. Membership in the Association may be terminated by expulsion or suspension by the Board of Directors in the following manner:

A. Charges. Any member in good standing may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Association or the Irish Setter Breed. Written charges with the specifications must be filed in duplicate with the Corresponding Secretary together with a non-refundable fee of \$ 25.00.

The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board of Directors or present them at a Board meeting within thirty (30) days of their receipt.

The Board of Directors shall first meet and decide whether the actions alleged in the charges, if proven, constitute conduct prejudicial to the best interests of the Association or the Irish Setter Breed.

If the Board of Directors decides that the charges do not constitute such conduct, it may refuse to entertain jurisdiction.

If the Board of Directors does entertain jurisdiction, it shall fix a date for a formal hearing by the Board not fewer than three weeks nor more than six weeks thereafter.

The Corresponding Secretary shall then promptly send one copy of the charges to the accused member by registered mail with a notice of the formal hearing and an assurance that the accused may personally appear in his own defense and bring witnesses if he wishes. The complainant shall be notified in like manner.

B. Formal 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 the hearing, all the evidence and testimony presented by the complainant and the defendant, the Board of Directors 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. Should the Board of Directors deem suspension insufficient it may also recommend to the membership that the penalty by expulsion from the Association. 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 recommendations. Immediately after the Board of Directors has reached a decision, its findings shall be put in written form and filed with the Corresponding Secretary who shall in turn notify each of the parties and Irish Setter Club of America, as the parent club, of the Board's decision and penalty, if any.

All Board action on disciplinary issues requires a quorum of the Board.

D. Expulsion. Expulsion of a member from the Association can be accomplished only at a general membership meeting of the Association following a formal hearing by the Board of Directors and upon the Board's recommendation as provided in the Section of the By-Laws. Such proceedings shall occur at a regular or special general membership meeting to be held within sixty (60) days but not earlier than thirty (30) days after the formal hearing by the Board of Directors. The President shall read the charges and the Board of Directors findings and recommendations and shall invite the defendant, if present, to speak in his own behalf if he so wishes. No evidence shall be taken at this meeting. The membership shall then vote by secret written ballot on the proposed expulsion.

A two-thirds (2/3) vote of those present and voting at this meeting, ***which must include a quorum of the Board***, shall be necessary for the expulsion. The Irish Setter Club of America, as the parent club, shall be notified if such expulsion takes place.

If expulsion is not so voted, the Board's suspension shall stand.

Section 2. Any member of the Association, or non-members choosing to participate in Association functions, who are suspended from the privileges of the American Kennel Club and/or Irish Setter Club of America shall automatically be suspended from the privileges of this Association, including participating in Association functions, for a like period.

ARTICLE V-MEETINGS

Section 1 At the President's option, meetings will start with the reading of Article II of the Constitution.

Section 2. There shall be four types of Association meetings:

- A. Regular General Membership
- B. Special General Membership
- C. Regular Board of Directors
- D. Special Board of Directors

Section 3. Regular General Membership Meetings.

Regular meetings of the general membership of the Association shall be held at a minimum of six (6) times annually at a place, date, and hour as may be designated by the Board of Directors.

Section 4. Special General Membership Meetings.

Special meetings of the general membership of the Association may be called by the President. The President must call a special meeting of the general membership upon receipt of a written petition for same signed by at least ten (10) members in good standing or requested by a majority vote of the Board of Directors. The place, date, and hour of Special General Membership Meetings shall be as designated by the President. Notice of the purpose of said meetings shall be included with the meeting notice.

Section 5. Regular Board of Directors Meetings.

Regular meetings of the Board of Directors of the Association shall be held at least quarterly at a place, date and hour as may be designated by the President. *Such meetings may be held, at the discretion of the President, by telephone conference or virtually as long as no member of the Board would be precluded from participation as a result of this election.*

Section 6. Special Board of Directors Meetings.

Special meetings of the Board of Directors of the Association may be called by the President. The President must call a special meeting of the Board of Directors upon receipt of a written petition for same signed by at least three (3) members of the Board. The place, date and hour of Special Board of Directors meetings shall be as designated by the President. Notice of the purpose of said meeting shall be included with the meeting notice. *Such meetings may be held, at the discretion of the President, by telephone conference or virtually as long as no member of the Board would be precluded from participation as a result of this election, although the notice requirements remain unchanged.*

The need for Board immediate action does arise on occasion. At the discretion of the President, items requiring immediate attention may be presented to the Board through mail, telephone, fax, email or in any fashion deemed appropriate for Board discussion and consideration as long as it allows for the participation of the entire Board. Since this is not a formal meeting, no vote may be taken, although informal polling could be solicited and any actions taken should be ratified at the next formal meeting of the Board. Actions taken under these guidelines are at the discretion of the President since the Board may not ratify the action.

Section 7. Notice of Meetings

Written notice of all meetings of the Association shall be mailed at least ten (10) days prior to said meeting. Written notice is deemed to include mail, fax, telephone, email, announcements through the Blarney or an EISA website or similar as long as a reasonable effort to notify all members has been made.

Section 8. Voting

Each single or adult family member in good standing whose dues have been paid for the current year shall be entitled to one vote at any meeting of the Association at which he is present. Proxy voting will not be permitted at any Association meeting or election.

Section 9. Quorum for Meetings

A quorum for all general membership meetings of the Association shall consist of the members present at said meeting.

A quorum for all meetings of the Board of Directors of the Association shall be calculated as 50% of the Board of Directors plus one (1).

Section 10. Minutes of Meetings

Minutes shall be taken at all general and special membership meetings and reported to the membership for adoption at the next regular general membership meeting. Minutes shall be taken at all Board of Directors general and special meetings and reported to the general membership after adoption by the Board of Directors.

Section 11. Cancellation of Meeting

If there is no pending business, the President, at his discretion, may omit the next monthly general membership meeting of the Association. *Such cancellation may be announced in the most expedient manner via mail, fax, telephone, email, announcements through the Blarney or an EISA website or similar as long as a reasonable effort to notify all members has been made*

Section 12. Use of Technology.

Advances in technology have made it possible for the Board to hold some meetings in an alternate format, other than the traditional "face-to-face" meeting. Due to the pressures on membership schedules, this format is appropriate where agendas

are limited or in world that requires rapid decisions and the need for more "Special Meetings" for single topics utilizing technology may assist the Board in addressing the club's needs. The President may utilize any technological advance as a replacement for the traditional face-to-face meeting, assuming that said technology was agreed to by the entire Board and that the use of said technology does not exclude any Board member from participating.

The President should request approval of any anticipated meeting technology at the annual January Board meeting and confirm the entire Board's ability to participate in the stated technology. Should a Board member's situation change, it is the Board member's obligation to contact the President with that information.

The need for notice remains unchanged. In the event that a technology choice is selected that does not allow for "live" discussion or "live" voting than a reasonable discussion and response times must be established and agreed to by the entire Board at the January meeting.

ARTICLE VI - OFFICERS

Section 1. The officers of the Association shall be:

- A. President
- B. First Vice President
- C. Corresponding Secretary
- D. Recording Secretary
- E. Treasurer

Section 2. Terms

The officers of the Association shall be elected for one-year terms as provided in Article XII of the By-Laws and shall serve until their successors are elected.

The President is limited to two one-year terms.

Section 3. Duties of the officers of the Association shall be as follows:

A. President. The President shall preside at all meetings of the Association and of the Board of Directors and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these By-Laws.

B. First Vice President. The First Vice President shall have the duties and exercise the powers of the President in the event of the death, resignation or absence of the President.

D. Corresponding Secretary. The Corresponding Secretary shall have the custody of all correspondence, notify members of meetings, notify new members of their admission to membership, notify officers and Directors of their election to office, keep a roll of members of the Association and their addresses and carry out such duties as are prescribed in these By-Laws.

E. Recording Secretary. The Recording Secretary shall take minutes of all meetings of the Association and of the Board of Directors and of all matters of which a record shall be ordered by the Association and shall carry out other duties as are prescribed in these By-Laws.

F. Treasurer. The Treasurer shall receive and collect all monies due or belonging to the Association. The Treasurer shall deposit the same in a bank designated by the Board of Directors in the name of the Association. The

Treasurer's books shall at all times be open to inspection by the Board of Directors upon due notice. The Treasurer shall report at every Regular General Meeting in person or by written report on the condition of the Associations finances and every item of receipt or payment not previously reported. The Treasurer shall render an account of all the monies received or expended during the fiscal year to an annual audit and approval of the Board of Directors.

Section 4 Any vacancies occurring among the Officers of the Association during the year shall be filled for the unexpired term of office by a majority vote of the Board of Directors at its first regular meeting following the creation of such vacancy or at a special meeting of Board of Directors called for that purpose. Any positions eliminated by these By-Laws shall take effect upon the completion of the term in effect at the time these By-Laws are approved and activated.

ARTICLE VII - BOARD OF DIRECTORS

Section 1 The Board of Directors of the Association shall be comprised of the officers of the Association and nine (9) elected Directors, **for years beginning after 2009, the number of Directors will decrease annually until there are six (6) elected Directors.** The general management of the Association's affairs shall be entrusted to the Board of Directors.

Section 2 There shall be nine (9) Directors in addition to the officers of the Association. Each Director shall be elected for a term of three (3) years with three (3) Directors being elected each calendar year. **In years beginning after 2009, there will be six (6) Directors elected for a term of three (3) years with two (2) Directors being elected each calendar year. The elimination of the previous position to follow the requirements set forth on Article VI, Section 4.**

Section 3. Any vacancies occurring among the Directors of the Association during the year shall be filled until the next annual election by a majority vote of the Board of Directors at its first regular meeting following the creation of such vacancy or at a special meeting of the Board of Directors called for that purpose. The unexpired term of office shall then be filled by the election of a Director for the unexpired term by the membership of the Association as provided in Article XII of the By-Laws. Any positions eliminated by these By-Laws shall take effect upon the completion of the term in effect at the time these By-Laws are approved and placed in service.

Section 4 In the event a member of the Board of Directors is absent without cause for three (3) consecutive regular Board meetings, the President shall report same to the Board of Directors for them to take any appropriate action they deem necessary.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

Section 1. During the month of June, the Board of Directors shall select a nominating committee consisting of five (5) members and one (1) alternate, no more than two (2) of whom shall be members of the Board of Directors.

Section 2. The Corresponding Secretary shall within two (2) days thereafter notify the selected committee members and alternate of their appointment.

Section 3 The Board of Directors shall name a chairman of this committee whose duty it shall be to call a meeting on or before October 15th.

Section 4. The Nominating Committee shall nominate one candidate for each office and for each Directorship as provided in Article X and Article XI of the By-Laws. After securing the consent in writing of each person so

nominated, the chairman of the Nominating Committee shall report the list of candidates to the Corresponding Secretary in writing on or before November 1st.

Section 5. Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall notify each member in writing of the candidates so nominated before November 1st.

Section 6. In addition to the nominations made by the Nominating Committee, nominations may be made by petition signed by five (5) members in good standing. Those candidates so nominated shall consent in writing to such nominations. Such petitions shall be filed with the Corresponding Secretary and mailed to the membership by December 1.

Section 7. No person may be a candidate for more than one (1) position and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination in accordance with this Article.

Section 8. The elections shall be held at the December general membership meeting, at which time the officers and Directors for the ensuing term shall be elected by a secret, written ballot from among those nominated in accordance with this Article.

Section 9. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for Directorship who received the greatest number of votes shall be declared elected.

Section 10. The elected officers and Directors of the Association shall take office immediately upon conclusion of the elections.

Section 11. Each retiring officer shall turn over to his successor in office all properties and records relating to that office within ten (10) days after the election.

ARTICLE IX - COMMITTEES

Section 1. The Board of Directors of the Association may each year create committees to advance the work of the Association. Such committees shall always be subject to the final authority of the Board of Directors and a specific outline of the duties of the committee, as approved by the Board, shall be filed with the Recording Secretary and included in the minutes of the Board meeting wherein said committee was created.

Section 2 Chairman of all committees and Secretaries of all point shows shall be appointed by the President and approved by the Board of Directors.

Section 3. 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 X - ORDER OF BUSINESS

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

- A. Attendance
- B. Minutes of the last meeting
- C. Report of President
- D. Report of Corresponding Secretary
- E. Report of Treasurer
- F. Report of Committees

- G. Election of new members
- H. Unfinished business
- I. New business
- J. Good and Welfare
- K. Election of Officers and Directors (December Meeting)
- L. Adjournment

Section 2. At the meetings of the Board of Directors of the Association, the order of business shall be as follows:

- A. Attendance
- B. Reports of officers
- C. Reports of committees
- D. Unfinished business
- E. New business
- F. Adjournment

ARTICLE XI - PROHIBITIONS

Section 1. No member shall use the stationary or seal of the Association except on official Association business.

Section 2 No bills shall be paid unless approved by the chairman of the committee incurring same or by the President.

Section 3. No bill over \$ 500.00 shall be paid unless approved by the President and shall be then paid by a check signed by both the Treasurer and the President.

ARTICLE XII - DUES AND FEES

Section 1. Membership dues shall be assessed by categories - Single, Family and Juniors - and shall not exceed \$50.

Section 2 Dues shall be payable on or before the first day of January of each year.

Section 3. The registration fee for applicants for single, family or junior membership shall be \$5.00.

Section 4. Honorary members shall be exempt from the payment of any dues or registration fees to the Association.

Section 5. Any dues of new members whose application for membership is accepted in October, November or December shall be considered paid for the ensuing fiscal year.

ARTICLE XIII - AMENDMENTS

Section 1. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors of the Association or by written petition addressed to the Corresponding Secretary and signed by a least ten (10) members in good standing.

Section 2. Amendments proposed by petition shall be considered by the Board of Directors and must be submitted to the general membership with the recommendations of the Board within three (3) months of the date of receipt of the petition for a vote by the general membership.

Section 3. The Constitution and By-Laws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular general membership meeting which must include a quorum of the Board or a special general membership meeting called for that purpose provided that the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of said meeting.

ARTICLE XIV - DISSOLUTION

The Association may be dissolved at any time by the written consent of not fewer than two-thirds (2/3) of the members in good standing at that time. In the event of the dissolution of the Association, whether voluntary or by operation of law, none of the property of the Association nor any proceeds thereof, nor any assets of the Association shall be distributed to any members of the Association. After payment of all debt of the Association, its property and assets shall be given to a non-profit organization for the benefit of dogs as selected by the Board of Directors in accordance with the laws of the State of New York.