

CONSTITUTION
of the
GORDON SETTER CLUB OF AMERICA, Inc.
as amended October 15, 2016

ARTICLE I - NAME

The name of the club shall be the Gordon Setter Club of America, Inc., a non-profit club organized under the laws of the State of New York.

ARTICLE II - OBJECTIVES

Section 1.

The objectives of the Gordon Setter Club of America, Inc. shall be:

(a) to encourage and promote quality in the breeding of pure bred black and tan Gordon Setters and to do all possible to bring their natural qualities to perfection;

(b) to encourage the organization of independent licensed Gordon Setter Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club;

(c) 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 Gordon Setters shall be judged;

(d) to do all in its power to protect and advance the interests of the Gordon Setter and to encourage sportsmanlike competition at dog shows, obedience trials, field trials, hunting tests, tracking tests and other events;

(e) to host events, including specialty shows, obedience trials, field trials, hunting tests and agility trials, which promote the Gordon Setter. When these activities are AKC events, to conduct these events under the rules of the American Kennel Club.

Section 2.

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

Section 3.

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.

**BYLAWS
of the
Gordon Setter Club of America, Inc.**

ARTICLE I - MEMBERSHIP

Section 1. Eligibility.

There shall be five types of membership: Individual, Joint, Honorary, Life and Junior. Membership is open to all persons who are in good standing with the Gordon Setter Club of America and the American Kennel Club, and subscribe to the purposes of this club.

(a) Individual membership is open to all persons eighteen years of age or older. Individual members shall enjoy all the privileges of the club and may vote and hold office.

(b) Joint membership is open to two persons eighteen years of age or older who reside in the same household. Each individual shall enjoy all the privileges of the club and may vote and hold office.

(c) Junior membership is available to all persons 10 to 17 years of age. Junior members shall not be entitled to vote or hold office. Upon the Junior member reaching the age of 18 years, the Junior membership may be converted to individual membership without re-application.

(d) Honorary membership may be conferred upon non-members of the Club. Honorary membership status is granted in recognition of meritorious service to the Club and/or the breed. Such service shall have occurred over an extended period of time. Examples of an individual's meritorious service shall be included in the nominating petition for Honorary Membership. Honorary Membership is confirmed by a 2/3 vote of the sitting Board of Governors at the time of nomination. Honorary members shall not vote or hold office, but shall enjoy all other privileges of membership.

(e) Life membership may be conferred only upon GSCA members in good standing. Life membership status is granted in recognition of meritorious service to the Club and/or the breed. Such service shall have occurred over an extended period of time. Examples of an individual's meritorious service shall be included in the nominating petition for Life Membership. Life Membership is confirmed by a 2/3 vote of the sitting Board of Governors at the time of nomination. Life members may vote, hold office and enjoy all the privileges of membership.

Section 2. Dues.

(a) Membership 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. No later than the month of June, the Treasurer shall send to each member a statement of dues for the ensuing year. Applicants admitted to membership between July 1 and March 1 shall pay dues in the full amount for the current year. Those admitted between March 2 and June 30 shall pay no dues for the current fiscal year, but dues for the fiscal year next following shall accompany each membership application. Dues for a second adult member (joint member) of the same household shall be available at a reduced rate. Dues for a Junior member shall be available at a reduced rate. Life and Honorary members shall be exempt from the payment of all dues or assessments.

(b) Change of dues shall be made only upon the recommendation of the Board of Governors, who shall submit such recommendation to the membership to vote upon by mail. The majority of members voting shall determine the issue.

Section 3. Admission of Members.

(a) INDIVIDUAL, JOINT and JUNIOR. 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 Constitution of the Gordon Setter Club of America, by these Bylaws and by the rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application the prospective members shall submit payment of the proper dues and fees.

(b) HONORARY and LIFE membership shall first be proposed in writing by not less than five members in good standing, together with a statement of the candidate's qualifications. The Corresponding Secretary shall then submit a copy of these qualifications, together with a ballot, to all Board members who shall, within fifteen days, vote upon such action. A favorable vote of two-thirds of all Board members shall confer Honorary or Life Membership upon such candidate.

(c) Upon receipt of application for Individual, Joint, or Junior Membership, the Membership Chairman shall send such application for publication in the next Club newsletter. Within thirty days of publication, any member shall have the right to furnish the Corresponding Secretary any objections to any application. If the Corresponding Secretary receives two or more objections, the application shall be referred to the Board of Governors, who shall consider the application and objections thereto at their next meeting. The Board of Governors, by a majority of votes cast, may overrule such objections, in which event the application shall be regarded as though no objections had been filed. In the event that the Board of Governors, by a majority of votes cast, shall sustain such objections, the application shall be canceled without prejudice, and the Treasurer shall refund all monies paid in connection with such application.

(d) At the expiration of thirty days from the date of publication and where no objections have been filed or sustained, the Corresponding Secretary shall declare the applicant elected to membership as of the date recorded on the application blank by casting one affirmative vote. The Corresponding Secretary then shall enter the new members name upon the rolls of the Club, and shall notify the new member thereof in writing.

(e) During the thirty-day probation period, an applicant may attend any membership meeting of the club, but may have no voting privileges before being elected to membership.

Section 4. Termination of Membership

(a) By resignation. Any member may resign from the Club, at any time, by written notice to the Corresponding Secretary. Acceptance of said resignation does not relieve the member from any debts or other monies owed 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. Any membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid for sixty days after the first day of the fiscal year. In no case may a person, whose dues are unpaid as of the date of that meeting, be entitled to vote at any Club meeting. The procedures outlined in paragraphs (c) and (d) of Section 3 of this Article shall apply as well to former members applying for reinstatement.

(c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II - MEETINGS

Section 1. Annual Meeting.

The annual meeting shall be held in conjunction with the National Specialty Show if possible, at a place, date, and hour designated by the Board of Governors. The Corresponding Secretary shall mail written notice of the annual meeting to each member at least 60 days prior to the date of the meeting. The quorum for the annual meeting shall be 10% of the members in good standing.

Section 2. Regular Meetings.

Regular meetings of the Club shall be held during the year at such hour and place as may be designated by the Board of Governors. The Corresponding Secretary shall mail written notice of each meeting at least 60 days prior to the date of the meeting. The quorum for regular meetings shall be 10% of the members in good standing.

Section 3. Special Club Meetings.

Special club meetings may be called by the President or by a majority vote of the Board who are present at a meeting of the board or who vote by mail; or shall be called by the Corresponding Secretary upon receipt of a petition signed by 10% of the members in good standing. Said petition must clearly state the purpose of the Special meeting. Such meeting shall be held at a time, date and place as may be designated by the Board of Governors. Written notice of such meeting shall be mailed to all members by the Corresponding Secretary at least 14 days and not earlier than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other club business may be transacted. The quorum for such a meeting shall be 10% of the members in good standing.

Section 4. Board Meetings.

The Board shall hold a minimum of three meetings a year at such time, date and place as designated by the President and approved by the Board. The Corresponding Secretary shall mail written notice of the meeting not later than 60 days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the members of the Board of Governors in attendance or present on a conference call. No proxies shall be valid or recognized for any purpose at any meeting of the Board.

Section 5. Notification of Meetings.

The Corresponding Secretary shall notify the membership of the time, date and location of all meetings by publication of meeting notices in the Gordon Setter News as published by the Gordon Setter Club of America. Said publication shall be deemed a direct mailing from the Corresponding Secretary for the purpose of meeting notification, no other mailing shall be required, except under the direction of the Board of Governors. Members of the Board of Governors shall receive separate notification of all meetings of the Board of Governors and the agenda of said meeting at least 60 days prior to the date of the meeting.

ARTICLE III - Board of Governors

Section 1. Board of Governors.

The Board shall be comprised of the officers and eight other persons, all of whom shall be members in good standing who are residents of the United States. They shall be elected for two year terms as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Governors. The Board of Governors shall authorize and direct such action as shall assure the continuous operation and complete functioning of the Club and promote the purpose and best interests of the Club, and, from time to time adopt general and special regulations and do or cause to be done whatever it may and shall deem necessary or desirable for the well-being and perpetuity of the Club. The Board of Governors shall do nothing inconsistent with the Constitution and Bylaws of the Club. The President may serve only two consecutive terms in that office. All other members of the Board of Governors, except the AKC Delegate and the Treasurer, may serve only three consecutive terms in the same office. If the same person serves as Treasurer for three consecutive terms, or anytime the person in the office of Treasurer changes, an internal audit of the books shall be conducted by an audit committee comprised of three to five club members in consultation with a non-member CPA.

Section 2.

The Board of Governors may conduct its business by mail, facsimile, e-mail, teleconference or videoconference provided that meetings held and business conducted comply with American Kennel Club policies regarding such communication as they pertain to meetings as follows: 1) every board member must be provided with the means to participate 2) a procedure must be in place to verify the identity of the individuals participating to ensure that they are eligible board members 3) a mechanism must be in place to verify that the eligible board members are listening 4) all board members must agree to participate in this manner

On all matters to be voted upon by mail, every member of the Board shall, within 7 days of postmark, cast a vote thereon by mail addressed to the Recording Secretary. The results of all votes by mail, facsimile, e-mail, teleconference or videoconference shall be promptly reported to all members of the Board by the Recording Secretary and shall be recorded in the minutes of the next meeting of the Board.

Section 3.

The Board of Governors may appoint additional Club members to assist the Officers in the conduct of their duties including, but not limited to, a membership chairman to assist the Secretaries and a collector of dues to aid the Treasurer. The Board of Governors may also employ independent firms for the purposes of legal counsel, accounting assistance, collection of obligations due the Club and other purposes as may be deemed necessary by the Board.

Section 4. Officers.

The Club's officers, consisting of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and American Kennel Club Delegate shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings. Each of the officers of the club shall be empowered to conduct meetings in the above-mentioned order of succession in case of absence, death or inability to act. Should none of the aforementioned officers be present at a meeting of the Board, a Chairman shall be elected from and by the remaining members of the board to preside over the meeting.

(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 bylaws.

(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 Recording Secretary shall keep a record of all meetings of the Club and of the Board, and of all votes taken by mail, and of all matters of which a record shall be ordered by the Club, and carry out such other duties as are prescribed in these bylaws.

(d) The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify Officers and Governors 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 bylaws.

(e) The Treasurer shall collect and receive all monies due or belonging to the Club. Funds shall be deposited in a bank as approved by the Board, in the name of the Club. The books shall at all times be open to inspection of the Board and a report shall be given at every meeting of the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all monies received and expended during the previous fiscal year. The Board of Governors may by a majority vote order an audit of the Club's books and accountings by a person or persons who is not a member of the Board of Governors. The Treasurer shall be bonded in such amount as the Board of Governors shall determine.

(f) The American Kennel Club Delegate shall endeavor to attend all meetings of the American Kennel Club, conduct liaison activity for the promotion of the Club's interests in the American Kennel Club and shall bring to the attention of the Club any important issues pertinent to American Kennel Club activities. The Delegate shall cast the Club's vote in American Kennel Club elections and balloting as directed by the Board of Governors and/or the membership of the Club.

Section 5. Vacancies.

Any vacancies occurring on the Board or among the officers shall be filled at the next meeting of the Board by a majority vote of those members of the Board present and such appointee shall serve during the unexpired term of the 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 be filled by the Board.

Section 6. Removal.

Members of the Board of Governors may be removed from office for neglect of duty, or any violation of this Constitution, or for conduct detrimental to the welfare of the Club. The Club shall follow the guidelines for such action as outlined in *Robert's Rules of Order, Newly Revised*.

ARTICLE IV - THE CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS.

Section 1. Club Year.

(a) Fiscal Year. The Club's fiscal year shall begin on the 1st day of July and end on the last day of June next following.

(b) Installation of Board of Governors: The elected Officers and Board of Governors shall take office on the first day of January following the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

Section 2. Voting.

At the Annual Meeting, Regular Club Meetings or at a Special Club Meeting voting shall be limited to those members in good standing who are present at the meeting, except for the election of Officers and Governors and voting amendments to the Constitution and Bylaws and the Standard for the Breed which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Governors may decide to submit other specific questions for decision of the members by written ballot by mail.

Section 3. Nominations, Elections and Ballots.

No person may be a candidate in a Club election who has not been nominated in accordance with these bylaws and who is not a member in good standing of the Club. The Board of Governors shall choose a Nominating Committee not later than March 1 of each even numbered year. The Committee shall consist of five members from different areas of the U.S.A., all members in good standing, no more than two of whom may be members of the current Board of Governors. The Board shall name a chairman for the Committee. The Nominating Committee may hold meetings and conduct its business by mail, facsimile, teleconference or videoconference provided that the communications follow the guidelines established in Article III, section 2 above.

(a) The Nominating Committee shall nominate, from among the eligible members of the Club, one candidate for each office and for each position on the Board of Governors and shall procure the acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The Committee, not later than June 15 next following, shall then submit its slate of candidates to the Recording Secretary, who shall have said report published in the following Newsletter, so that additional nominations may be made by the members if they so desire.

(b) Additional nominations of eligible members may be made by written petition signed by five members in good standing and accompanied by the written acceptance of each such additional nominee signifying his or her willingness to be a candidate and a brief resume outlining the nominee's qualifications. The Recording Secretary must receive such nominations from members not later than September 15 next following. No person shall be a candidate for more than one position.

(c) If no valid additional nominations are received by the Recording Secretary on or before September 15, the Nominating Committee's slate shall be declared elected effective January 1 by means of the Recording Secretary casting a single vote for the election of the unopposed slate. No further balloting will be required.

(d) If one or more valid additional nominations are received by the Recording Secretary on or before September 15, the Recording Secretary (or an independent professional firm designated by the Board) shall, on or before October 15, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a blank envelope and a return envelope addressed to the Recording Secretary (or designated professional firm) marked "Ballot." So that the ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope that in turn shall be placed in the second envelope addressed to the Recording Secretary (or designated professional firm). Each voting member shall then sign the second envelope, print their name and mail to the Recording Secretary or designated professional firm.

(e) Ballots to be valid must be received by the Secretary (or independent professional firm designated by the Board) no later than November 15. Ballots shall be counted by three inspectors of election who are members in good standing and neither members of the current Board nor candidates on the ballot. However, the Board may designate an independent professional firm to send, receive and count the ballots. The inspectors of election (or designated professional firm) shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting which shall be announced in the next issue of the Club newsletter.

(f) The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time of the election, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Governors in the manner provided by Article III, Section 5.

(g) In the event of a tie vote for any office, the tie shall be decided by a majority vote of the existing Board of Governors.

ARTICLE V - COMMITTEES

Section 1.

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

Section 2.

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

ARTICLE VI - DISCIPLINE.

Section 1. American Kennel Club Suspension.

Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this 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 breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$50 which shall be forfeited if such charges are not sustained by the Board or a Trial Committee following a hearing. The Corresponding Secretary shall 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 Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board or a Trial committee of not less than three members of the Board (who shall be appointed by the Board to hear the charges), not less than three weeks and not later than the next scheduled Board meeting thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if he or she wishes. Should the Board deem it necessary, an investigating committee may be appointed by the Board to look into the charges and report its findings to the Board.

Section 3. BOARD HEARING.

The Board or Trial Committee 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 or Trial Committee 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, or until the next Annual meeting if that will occur after six months. 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 fellow members at the ensuing Annual Club meeting which considers the recommendation of the Board or Trial Committee. Immediately after the Board or Trial Committee has reached a decision, its findings shall be put in written form and filed with the Recording Secretary, who in turn, shall notify each of the parties of the decision and penalty, if any.

Section 4. EXPULSION.

Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in Section 3. of this Article. 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 findings and recommendations and shall invite the defendant, if present, to speak in his or her own behalf. The meeting shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

ARTICLE VII - AMENDMENTS

Section 1.

Amendments to the Constitution and Bylaws and to the Standard for the Breed may be proposed by the Board of Governors or by written petition addressed to the Corresponding Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Governors and must be submitted to the members with recommendations of the Board by the Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding Secretary.

Section 2.

The Constitution and Bylaws and the Standard for the Breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Corresponding Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual envelope procedures described in Article IV, Section 3(d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date postmarked, by which date the ballots must be returned to the Recording Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

Section 3.

No amendment to the Constitution and Bylaws or to the Standard for the Breed that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE VIII - DISSOLUTION

Section 1.

The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club 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 Governors.

ARTICLE IX - ORDER OF BUSINESS

Section 1.

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

- Call to order
- Roll Call of members in good standing and certification of a quorum
- Announcements
- Reading of the minutes of the last meeting
- Report of President
- Report Of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

Section 2.

At special meetings of the club as required by Article II, Section 2, the order of business shall be as follows:

Call to order
Roll call of members in good standing and certification of a quorum
Announcements
Reading of the minutes of the preceding meeting
Reading of notice and purpose of meeting
Transaction of business for which the meeting was called
(no other business may be transacted)
Adjournment

Section 3.

At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Call to order
Roll call of the members of the Board and certification of a quorum
Reading of minutes of last meeting
Report of Recording Secretary
Report of Corresponding Secretary
Report of Treasurer
Reports of committees
Unfinished business
New business
Selection of time and place of next regular meeting
Adjournment

ARTICLE X - Parliamentary Authority

Section 1.

The rules contained in the current edition of the *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.

**ARTICLE XI - Repeal of Previous Constitutions and
Bylaws and Plan of Implementation.**

This Constitution and Bylaws shall supersede all Constitutions and Bylaws heretofore adopted, and shall have full force and effect on the fifteenth day of October, 2016.