

Constitution and Bylaws of the National Red Setter Field Trial Club

Article I: Name

1. Name: This organization, incorporated under the laws of the State of Illinois, shall be known as "The National Red Setter Field Trial Club".
2. Purpose: The National Red Setter Field Trial Club is an educational organization whose purpose is to educate both the general public as well as its membership the rules and regulations of horseback field trialing and competition with Irish Red Setters. Educational services are provided through periodic newsletters, as well as electronic educational formats including websites, and seminars conducted at our annual meetings. Other long-range objectives, as well as intermediate goals may be established by the Board of Directors from time to time in order to aid the organization and its individual members in the development of our educational goals.
3. Dissolution of The Club: In the case of dissolution of The Club or the distribution of The Club's property, any real, personal or mixed property of The Club is dedicated to the Field Trial Hall of Fame and the Hall of Fame shall be deemed to have vested in it all the legal and beneficial interest in the title to the real, personal or mixed property of The Club, including all rights and franchises relating to said property.

Article II: Meetings

1. Meeting times: An annual meeting of the membership shall be held during, and at the location of, the Spring Trial at a time and place set by the President with the approval of the Board of Directors.
2. Quorum: At the annual meeting of the membership of this Corporation ten percent of the active membership shall constitute a quorum.
3. Agenda: An agenda regarding the order of business at the annual meeting shall be developed by the President and submitted to the Board of Directors for approval prior to the meeting. It shall include, but not be restricted to, the following:
 1. Reading of the minutes of the last meeting.
 2. Reading of reports (Treasurer, Audit, Trials, Award standings, etc.)
 3. Award of trophies.
 4. Unfinished business.
 5. New business
 6. Report of Nominating Committee and Election of Officers;
 - a. President
 - b. Vice-Presidents
 - c. Secretary
 - d. Treasurer (One person may hold both offices)
 - e. Directors
4. Directors shall serve for three (3) years. Officers shall be elected on an annual basis. The immediate last President, the Editor of The Flushing Whip, and the Futurity Secretary shall serve without election, as directors while filling these offices.

Note: Nominations from the membership shall be accepted for any of the above offices provided that approval has been received prior to the annual Board of Directors meeting from the person so nominated and that such approval is submitted in writing to the Board of Directors for consideration.

5. Voting: The method of voting shall be determined by the President on each issue. Each active member present at the meeting shall be entitled to one vote. The Secretary shall determine that each person is an active member. In the case of family memberships, all family members shall be entitled to vote.

Article III: Membership

1. Membership: Membership of the Corporation shall be of the following types:

Active -Active Membership of the Corporation shall be unlimited in the number of individual persons who shall qualify by submission of a signed application and by paying the annual membership dues set by the Board of Directors due January 1st or July 1st of each year. Each member of a family under the age of 18 shall be entitled to vote, but will receive only one copy of each issue of The Flushing Whip. The signed application submitted by all prospective active members shall contain the following statement: "I am not currently under suspension of the AFTCA, any Kennel Club, Stud Book or Dog Organization".

Honorary Life Members – Honorary Life Members shall be members because of their outstanding service to the Corporation. Honorary Life Members shall be elected, upon the recommendation of the Board of Directors, by two thirds (2/3) of the majority of the Members present at the Annual Meeting. Honorary Life Members shall serve as advisors to the President and to the Board of Directors.

Membership Requirements – Active membership of The Club is open to any person interested in supporting the purpose of the Club, without consideration of that person's race, creed, color, sex or national origin.

Article IV: Suspension

1. Suspending Members. Members may be suspended for the following:

a. Failure to pay annual dues; automatic suspension if dues are not paid within sixty days of due date.

b. Unsportsmanlike conduct; suspension after the Board of Directors have held a hearing and by their majority vote approve such action.

Article V: Directors

1. Directors. The Board of Directors shall be the governing body of the Corporation and shall instruct the President in his duties. They shall draw no salary, nor shall they be "professionals" who receive remuneration for training and handling field trial dogs.

2. The Board of Directors shall be no less than seven in number and shall be made up of active members. They shall serve three years. Each year those elected Directors who have served

three years, or who have filled an un-expired term of a Director elected three years prior, shall be retired and at least two new Directors elected at the annual business meeting.

3. Vacancies shall be filled by the President's appointment until the next annual meeting at which time the vacancy shall be filled by election.

4. Five members of the Board of Directors shall constitute a quorum.

a. Annual Meetings: Regular Annual Meetings of the Board of Directors shall be held each year prior to the annual meeting of the Active Members.

b. Special Meetings: Special Meetings of the Board of Directors may be held when deemed necessary by the President, such as at the Fall Trial location. Prior notification, agenda, time and place shall conform to Article V,A.1 above.

c. Official Action When Not In Session: All matters which may be determined by the Board of Directors, and any question, motion, or resolution upon which the President or Secretary may desire the decision of the Board, when not on session, may be submitted to each member of the board in writing by mail, or by electronic format such as electronic email, fax, or other. Each member of the Board shall, within twenty-one (21) days thereafter, file their decision or vote. A majority vote of the members of the Board shall determine all matters and questions so submitted with the same force and effect as if determined at a meeting by the members of the Board in question. The Secretary shall submit to each member of the Board all arguments or evidence advanced for and against the questions submitted to said Board by mail, or by electronic format such as electronic email, fax, or other.

d. General Powers: The management of all the business and affairs of the Corporation, subject to its Bylaws, shall be, and the same is hereby vested, in the Board of Directors.

Article VI: Officers

1. Officers: The duties of the various Officers of the Corporation, all of whom are entitled to vote at the Board of Directors meetings, and of whom none may be "professionals" who receive remuneration for training and handling field trial dogs, shall be as follows:

a. President: In addition to the other powers conferred by these By-laws, the President shall preside at all annual meetings and special meetings of the Board of Directors.

i. The President shall ensure that the membership is notified sixty (60) days prior to the annual meeting of the name of the Directors whose term expires. Publication of such notification in the two issues of the Corporation's official publication will satisfy this requirement.

ii. The President may, from time to time, appoint such committees as shall be deemed necessary. The President may delegate such power and authority to such committees as deemed expedient. The President and Secretary shall be ex-officio members of all such committees.

iii. The President shall, at or prior to each annual meeting of the membership, appoint a committee to audit the treasurer's records, and such committee shall report at and to the Annual Meeting of the Members.

iv. The President shall keep the Vice-Presidents continuously informed of official actions and of any pending business.

b. First Vice-President: The first Vice-President shall perform all the duties assigned by the President. In case of the Absence, Removal, Resignation or Disability the latter shall assume the duties of the President.

c. Second Vice-President: The Second Vice-President shall perform all the duties assigned by the President, and in case of the absence, removal, resignation or disability of both the President and the First Vice-President, shall assume the duties of the President.

d. Secretary: The Secretary shall attend and keep the minutes of all Annual and Special Meetings of the Membership and of all Annual and Special Meetings of the Board of Directors, and shall have such other and further powers and duties as may be delegated by the Board of Directors.

i. The Secretary shall endeavor to keep a record of all Red Setter Clubs, including the names and addresses of the Presidents and Secretaries, and shall preserve all letters and other documents of interest, and shall, upon request, submit the same to the President, any Vice-President, or the Board of Directors.

ii. The Secretary shall carry on the general correspondence of the Corporation, and shall notify members of their election, suspension, expulsion, or other penalties that may be provided for by the Board of Directors.

iii. The Secretary shall send copies of the By-laws to newly elected active members and to each newly elected member of the Board of Directors.

iv. The Secretary shall have general charge of the records, certificates of eligibility and books of the Corporation, and upon election of a successor, shall deliver all of the same to said successor. All books and records of the Secretary shall at any and all reasonable times be open to the inspection and examination of any officers and members of the Board of Directors of the Corporation.

e. Treasurer: The Treasurer shall have custody of all the funds and securities of the Corporation which shall come into the Corporation possession and shall have the power to endorse on behalf of the Corporation all checks, drafts, and other commercial paper to the credit of the Corporation in a bank approved by a majority of the Board of Directors. Such bank must be a member of the Federal Reserve and of the Federal Deposit Insurance Corporation. The Treasurer may, with the consent of a majority of the Board of Directors, invest surplus funds of the Corporation in United States Government or other satisfactory securities.

i. The Treasurer shall sign all receipts and vouchers on behalf of the Corporation and shall also sign all checks or drafts for the payment of bills or expenses of the Corporation, and for the disbursement of its funds.

- ii. The Treasure shall keep a full and accurate account of all monies received or paid out on behalf of the Corporation, and upon the election of a successor shall deliver all records, books or accounts and funds to said successor.
- iii. The Treasurer shall perform such other acts incident to the position of Treasurer as may be delegated by the Board of Directors. The Board of Directors may, at any time, require the Treasurer to give bond for the faithful discharge of duties, and accounting for the funds that shall come into the Treasurer's possession in such sum and condition as the Board of Directors may require.
- iv. The Treasurer shall direct all donations make to the Corporation in any amount of \$500 or more to be deposited in a risk-free security, such as a certificate of deposit or similar security. Such donations may not be deposited into the general operating account without a majority vote of the Board of Directors.
- v. The dissolution of any securities held by the Corporation shall be done only by a majority vote of the Board of Directors.
- vi. Major expenditures shall require approval by a majority of the Board of Directors. Major expenditures are any expenditures exceeding \$500.
- vii. The fiscal year for the Corporation shall be January 1 to December 31.

2. Salary & Allowances: The Secretary and Treasurer may receive payment for their services, the amount thereof to be fixed by the Board of Directors. In addition, the Board of Directors may pay any Officer an allowance for legitimate expenses for maintenance of office, clerical, and stenographic help in such amount as it deems proper. Officers shall draw no salary, except as herein noted.

Article VII: Removal From Office

1. Removal From Office:

- a. Any Officer or Director maybe removed from office for cause (if they do not resign), such as disability, failure to pay current membership dues, absence from three successive meetings, and/or neglect of duties.
- b. Any Officer or Director may request, in writing, such removal by letter to the senior elected Officer, or may be initiated by the President.
- c. The President or senior elected Officer shall than bring the matter before the Officers and Directors as set forth in Article V.
- d. The President may be removed from office by a two-thirds majority of the Directors voting.

Article VIII: Field Trials

1. Field Trials: In order to foster and increase interest of the Irish Setter, the Board of Directors of the Corporation may promote and conduct Field Trials and may adopt rules and regulations for the control and supervision of the Minimum Requirements for Field Trials for all pointing

Breeds as set forth by the American Field Publishing Company and the Amateur Field Trial Clubs of America By-laws and Running Rules. The National Red Setter Field Trial Club shall pay membership dues to the Amateur Field Trial Clubs of America.

a. Field Trial Chairperson: The Chairperson of each Field Trial shall be appointed by the President. The Field Trial Chairperson's actions shall be coordinated and approved by the President before any definite commitments or invitations are made. The duties of the Field Trial Chairperson and the minimum standards to be met for any trial conducted by this Corporation shall be set forth in a directive adopted and approved by the Board of Directors.

b. Field Trial Secretary: The Field Trial Chairperson may appoint a Field Trial Secretary to aid with Field Trial duties.

c. Futurity Secretary: The Board of Directors shall approve by vote the person recommended to fill this office. The Futurity Secretary shall coordinate the running of the Futurity with the Field Trial Chairperson and shall be guided by the Minimum Standards and directions adopted and approved by the Board of Directors.

Article IX: Trophies & Awards

1. Trophies & Awards: It is not mandatory that the Club provide trophies and rosettes for winners in competition; however, it is desirable.

a. Trial Stake Trophies: It is customary for the First Place Winners of all stakes in the Fall and Spring Trials to receive a rotating trophy. The recipient of the trophies must sign a receipt for the rotating trophies and be responsible for returning the trophy in good condition. Should the owner win a rotating trophy three times they may retire this trophy but will be responsible with replacing it with a similar trophy of approximately the same value as the trophy retired. Replacing the retired trophy is the responsibility of the person retiring the trophy. The rotating Championship Trophy may be retired in the same manner as the other rotating trophies.

b. Annual Point Awards: All trophies and awards which are won by an annual point accumulation will be presented only to those owners who are members in good standing of the National Red Setter Field Trial Club.

Article X: Amendments

1. Amendments: The By-laws of this Corporation may be amended by the Board of Directors by a two thirds vote of the members thereof, at any Annual Meeting, or at any Special Meeting called for the purpose, or by a vote taken of the members of the Board of Directors by mail, or by electronic format such as email or fax, as herein elsewhere provided.

a. Effective Date: These By-laws shall be effective from and after the 2nd day of November 2003.

b. All previously existing Bylaws are hereby repealed.

c. We, the undersigned President and Secretary of the Corporation, do hereby certify that the above and foregoing By-Laws and adoption of the Amateur Field Trial Clubs of America

Running Rules were adopted by the unanimous vote of the Board of Directors this 2nd day of November 2003.

Allen Fazenbaker, President
Christie Young, Secretary