

CODE OF REGULATIONS OF THE IRISH SETTER CLUB OF OHIO, INC.

Article I – Name.

The name of this corporation shall be the IRISH SETTER CLUB OF OHIO, INCORPORATED, (here forward to be known as Irish Setter Club of Ohio Inc.) constituting a local unit of the Parent Club, THE IRISH SETTER CLUB OF AMERICA INC.. For the purpose where its corporate nature is immaterial, it may be designated simply as the IRISH SETTER CLUB OF OHIO INC

Article II – Objects.

The object of the Club shall be to help the parent club, The Irish Setter Club of America Inc, in promoting the breeding of American Kennel Club REGISTERED Irish Setters; in developing and bringing to perfection their natural high qualities for field use; in defining and publishing a description of their type; in urging the adoption of said type upon breeders, competitors in field trials, conformation shows and obedience trials, and others, as the standards by which American Kennel Club registered setters should be judged; and in encouraging the competition of American Kennel Club registered setters at such events.

Article III – Club Year and Fiscal Year.

The Club year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting. The fiscal year shall be from January 1 through December 31.

Article IV – Membership.

Section 1. Eligibility.

There shall be three types of membership:

1. Individual - open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. The proposed member must be the sole owner, or a co-owner of an Irish Setter registered with American Kennel Club or eligible for registration in the American Kennel Club Stud Book.
2. Junior Member - open to all persons ten (10) to eighteen (18) years of age. A Junior Member must be a co-owner of an Irish Setter. Junior Members are eligible to compete for the annual trophy awards, but are not eligible to vote or hold office as an Officer, Director or Delegate. The proposed member must be the sole owner, or co-owner of an Irish Setter registered with the American Kennel Club or eligible for registration in the American Kennel Club Stud Book. Members of the immediate family, as defined by the American Kennel Club, if the owner or co-owner of an American Kennel Club Irish Setter shall also be eligible for membership
3. Life Membership.

Honorary Life Membership is open to members in good standing of the Irish Setter Club of Ohio. Eligibility is to be determined by the Board of Directors. Nominations may be received from the membership at any time. The proposed member should be a member of long standing, and have given dedicated service to the ISCO. They will be accorded with all rights and privileges accorded with an open membership. A two-third (2/3rd) majority vote of the Board of Directors is needed to approve a Life Membership, to then be confirmed by a simple majority vote of the membership.

Section 2. Election to Membership.

.A prospective member must be proposed in writing by a member in good standing of the Irish Setter Club of Ohio, Inc. The proposed member must attend two (2) meetings or two (2) club functions within the six (6) month period immediately proceeding making formal application to the Recording Secretary.

The name of the proposed member shall be read before the body at its scheduled meeting following the submission of the application. The Recording Secretary shall then cause the name to be published in the meeting notice or newsletter. Any views concerning the applicant shall be submitted in writing to the Recording Secretary prior to the meeting at which the Board of Directors shall act upon the application. A majority vote by secret ballot of the Board of Directors shall constitute approval of the application. If the applicant is approved by the Board, his/her name shall be read before the membership and voted upon by the membership at the second meeting following receipt of the application. A majority vote by of the members present shall constitute acceptance to membership. Prospective members shall be notified by mail of the results.

Proposed members who are members in good Standing with the Irish Setter Club of America may be accepted as members of the Irish Setter Club of Ohio. The board of directors will act upon the application at its first scheduled meeting following the submission of the application; they will notify the prospective member by mail if application is approved.

Applicants for membership who have been rejected by the Board of Directors may not re-apply within six (6) months after such rejection.

Section 3. Termination of membership.

Memberships may be terminated:

- (a) By resignation. Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary: but no member may be permitted to resign in good standing when in debt to the Club. Dues and other financial obligations are considered a debt to the Club.
- (b) By lapsing. A membership will be considered as having lapsed and automatically terminated if such member's dues and other financial obligations remain unpaid thirty (30) days after the first day of the fiscal year; however, upon written petition, the Board of Directors may grant an additional thirty (30) days of grace to such delinquent members in meritorious cases. A member whose membership has lapsed for a period of no more than 90 day can resubmit a membership application to the board for reinstatement. In no case may a person whose dues are delinquent or whose membership has lapsed be entitled to vote at any Club meeting.
- (c) By expulsion. A membership may be terminated by expulsion as in Article XIV, Section 4.
- (d) No person shall be reinstated or admitted as a new member until all outstanding financial obligations owed to the Club have been satisfied.
- (e) Termination of membership shall operate as a release of all right, title, or interest in the assets of this Club and shall not entitle the member to any refund of dues paid.

Article V – Directors and Officers.

Section 1. Board of Directors.

General management of the Club's affairs shall be entrusted to the Board of Directors. The Board of Directors shall consist of at least nine (9) members. The Directors shall consist of three (3) classes of Directors, each elected on successive years for three (3) year terms. At the time of the adoption of this Code of Regulations or until their respective terms expires. One third (1/3rd) of the Board shall be elected each year for a three (3) year period. There shall be a minimum of six (6) Board meetings per year. A member of the Board of Directors must attend at least four (4) of the Six (6) general meetings and three (3) of the Board of Directors meetings. Upon the fourth absence from a Directors meeting the Director shall cease to be a member of the Board. A board member, whose membership is terminated by absence, may apply to the board in writing for reinstatement giving the reason for his or her absence, if the board determines the excuse for absence is acceptable they may vote to reinstate the board member.

Section 2. Officers.

The Club's officers shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer, all of whom shall be elected from the Board of Directors. The Officers shall be elected for a year (1) term at the Club's annual meeting as provided in Article IX, Section 1.

Section 3. Vacancy.

Any vacancies occurring on the Board or among the Officers during the year shall be filled until the next annual election by holding a special election of the Club members at its first meeting after the vacancy occurs except that a vacancy in the office of President shall be filled automatically by the Vice President. The person selected to fill any vacancy shall meet the requirements for election to the Board as set forth in Article XIII, Section 5.

Article VI – Duties of Directors and Officers

Section 1. Board of Directors.

The Board of Directors shall have the power to appropriate funds of the Club. Donations, entry fees, and dues may, after payment of all expenses, be applied in such manner as the Board of Directors may determine to promote competition of Irish Setters at any recognized public field trial, conformation show, and obedience trial, which offer the greatest inducement for the competition of Irish Setters. Board meetings may be held in conjunction with the regular membership meeting or the board can meet by conference call, by email, or via video conference meeting

Section 2. President.

The President shall preside at all meetings of the membership and shall be chairman of the Board of Directors and ex officio member of all committees.

Section 3. Vice President.

The Vice President shall assist the President in the duties of the office, and in his absence shall preside at all meetings of the membership of the Board of Directors.

Section 4. Recording Secretary.

The Recording Secretary shall keep the minutes of all proceedings of the members and directors of this corporation and make proper record of the same in a permanent book which records shall be attested by him and the President: shall keep a record of the attendance at each meeting of the membership and the directors and, upon request, the books shall be open for inspection by the membership.

Section 5. Corresponding Secretary.

The Corresponding Secretary shall notify members ten (10) days prior to the regular and special Club meetings, notify new members of their election to membership, notify directors five (5) days prior to Board meetings, keep a roll of the members of the Club, with their addresses and phone numbers, and advise the Treasurer monthly of changes in this list. Notice of a special meeting shall state the subjects to be brought up for action at such meeting and no other matter shall be acted upon. Meeting notices can be published in the newsletter, sent by email or by regular postal mail.

Section 6. Treasurer.

The Treasurer shall collect and receive all monies due or belonging to the Club, and shall deposit the same in a bank approved by the Board in the name of the Club. The Treasurer's books shall be at all times open to inspection by the membership. He shall report to the Board at every meeting the condition of the Club's finances, and every item or receipt or payment not before reported, and at the annual meeting shall render

an account of all monies received and expended during the previous fiscal year. An annual audit of the books shall be designated by the Board.

The Treasurer shall mail, not later than December 1 of each year, to the last known address of each member, a bill for dues for the coming year and all other outstanding obligations. The Treasurer shall notify every member who is in arrears as of January 15.

The Treasurer shall pay all bills contracted by this Club after approval by the Board of Directors, or by the Chairman of any committee which has contracted any such bill by virtue of an appropriation by the Board of Directors.

Article VII – Dues

Section 1. The annual dues shall be determined by the Board of Directors with approval of the membership, payable on or before January 1.

Section 2. The annual dues of each applicant for membership shall be payable at the time of submitting the application. Should such applicant not be elected, these dues shall be refunded promptly.

Section 3. Any person becoming a member on or after October 1 shall be considered to have paid his dues for the following fiscal year.

Article VIII – Resignations

All resignations from membership in the Club, or from an elective office or position, shall be in writing, addressed to the Recording Secretary.

Article IX – Meetings

Section 1

Annual Meetings: Each year, the club shall hold an annual meeting of members on such date and at such time as shall be determined by the Board of Directors, at this meeting, all business usually transacted by a local club under the Parent Club, The Irish Setter Club of America, or by an Ohio corporation not for profit, including the election of officers, shall be conducted.

Section 2. At least Six (6) general meetings and Six (6) Board meetings including the annual meeting shall be held each year. Meetings may be held in person or via video conferencing

Article X – Quorum

Section 1. Ten (10%) percent of the total voting membership shall constitute a quorum at any meeting.

Section 2. Five (5) members shall constitute a quorum at any meeting of the Board of Directors.

Section 3. In the event of the absence of the President and the Vice President, a chairman shall be chosen in descending order of officers.

Article XI – Voting

Section 1. Each member in good standing whose dues are paid for the current year shall be entitled to one (1) vote at any meeting of the Club.

Section 2. In the event of a tie vote for officers and directors, balloting shall continue until a tie is broken.

Section 3 members may be allowed to vote by ballot delivered in person, by mail, by electronic or telephonic transmittal, or any combination of these, the conditions, manner, form, and effect of such votes shall be determined by the board of directors.

Article XII – 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:

Roll Call
Minutes of the last meeting
Report of President
Report of the Secretaries
Report of the Treasurer
Report of the Committees
Elections of Officers and Board (at Annual meeting)
Elections of new members*
Unfinished business
New business
Adjournment

(*This shall come after the election of Officers and the Board, if taken up at the annual meeting.)

Section 2. Governing Rules.

On all questions and points of procedure not covered by this Code of Regulations, Robert's Rules of Order shall determine the procedure and governing rules.

Article XIII – Nominations and Elections

Section 1. The Recording Secretary shall compile a list of those members eligible for nomination according to Article XIII, Section 5 and include with the January meeting notice.

Section 2. Nominations for Officers and Directors shall be made from the floor at the annual meeting or in writing and filed with the Recording Secretary at least five (5) days before the annual meeting. Each nominee must indicate his willingness to serve in the capacity for which he is nominated at the time of his nomination, or if he is not present, by a letter so indicating, presented by the nominator.

Section 3. Elective Officers and Directors shall be elected at the annual meeting by secret written ballot and shall hold office until the next annual meeting or until the election or appointment of their successors, in accordance with Sections 1 and 3 of Article V. If membership is unable to meet in person a video meeting may be held and ballots can be cast via a digital secret ballot and results announced at the annual meeting.

Section 4. No member shall be elected to the Board unless he has been a member of the Club for twelve (12) months prior to nomination and has attended the required four (4) meetings in the prior fiscal year.

Section 5. Elections. The three (3) nominees for the Board who receive the greatest number of votes shall be declared elected. The nominee receiving the greatest number of votes for each office shall be declared elected.

Article XIV – Discipline

Section 1. American Kennel Club Suspension.

Any member who is suspended from the privileges of the American Kennel club shall be suspended automatically 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 Recording Secretary together with a deposit of \$30.00 that shall be forfeited if such charges are not sustained by the

Board following a hearing. The Recording Secretary shall promptly send, by certified mail, a copy of the charges to each member of the Board, the accused, and the member preferring charges. The Board shall set a hearing date not less than three (3) weeks or more than six (6) weeks thereafter. The Recording Secretary shall promptly send a notice of the hearing to the accused member.

Section 3. Board Hearing.

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 (6) months from the date of the hearing; 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 the members at the ensuing club meeting that 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 Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any, within ten (10) days by certified mail.

Section 4. Expulsion.

Expulsion of a member from the Club may be accomplished only at a closed meeting of the Club membership following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within forty-five (45) days. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant to speak in his or her own behalf if he or she wishes. The members shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3rd) vote of ballots cast shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

Article XV – Rules and Regulations

The Code of Regulations shall at times take precedence except where said Constitution is in conflict with the statutes of the State of Ohio governing corporations not for profit.

Article XVI – Amendments

Section 1. Manner.

Amendments to this Code of Regulations may be proposed by the Board or by a motion from the floor carried by a majority of the members present.

Section 2. Required Vote.

This Code of Regulations may be amended by a two-thirds (2/3rd) vote of the members voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least thirty (30) days prior to the date of the meeting.

Article XVII – Dissolution.

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3rd) of the 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 proceeds thereof nor any assets of the Club shall be distributed to any members of the Club but after payments 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.

Adopted December 1985 Revised; May 2022