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**State of Rhode Island and Providence Plantations**  
**NON-PROFIT CORPORATION**

**ORIGINAL ARTICLES OF INCORPORATION**

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is.....Field Spaniel Society of America.....

SECOND: The period of its duration (if perpetual, so state).....Perpetual.....

THIRD: The purpose or purposes for which the corporation is organized are:

to encourage and promote the Field Spaniel breed  
of dog and to educate club members as well as the  
general public concerning the breed.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(Note 1)

Constitution and by-laws attached

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Rec'd & Filed MAY 06 1988

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FIFTH: The address of the initial registered office of the corporation is.....

415 Tower Hill Rd.

02852

Field Spaniel Society of America, Box 262 No. Kingstown, R.I. (add Zip Code),

and the name of its initial registered agent at such address is: George T. O'Neil

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is four, and the names and addresses of the persons who are to serve as the initial directors are:

Name

Address

Jeanette Spurlock 115 Deer Creek East, Pineville, LA 71360

Lynn Finney Box 247, Lyndell, PA 19354

Richard Squier 1819 State Route 44, Box 276, Randolph, Ohio

Becki Jo Wolkenheim Box 187, Wales, WI 53183

SEVENTH: The name and address of each incorporator is:

Name

Address

George T. O'Neil P.O. Box 262 No. Kingstown, R.I. 02852

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): May 6, 1988

Dated May 4, 1988

George T. O'Neil

INCORPORATOR

Incorporator(s)

NOT RECORDED  
MAY 11 1988

NOTE:

1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

## CONSTITUTION

(Which may also be used as Articles of Incorporation with any additions that may be required by State Law; or may be included in the by-laws as the first Article, renumbering the other Articles.)

### ARTICLE I Name and Objects

SECTION 1. The name of the Club shall be The Field Spaniel Society of America.

SECTION 2. The objects of the Club shall be:

- (a) to encourage and promote quality in the breeding of purebred Field Spaniels and to do all possible to bring their natural qualities to perfection;
- (b) to encourage the organization of independent local Field Spaniel Specialty 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 to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which Field Spaniels shall be judged.
- (d) to do all in its power to protect and advance the interest of the breed by encouraging sportsmanlike competition at dog shows, obedience trials and field trials;
- (e) to conduct sanctioned matches and licensed specialty shows, obedience trials and field trials under the rules of The American Kennel Club.

SECTION 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

SECTION 4. The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objects.

### BY-LAWS

#### ARTICLE I Membership

SECTION 1. *Eligibility.* There shall be one type of membership 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.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors on the North American Continent.

SECTION 2. *Dues.* Membership dues shall be \$10.00 per year for individual membership and \$15.00 per year for family membership. Dues are payable on or before the 1st day of September of each year. During the month of July the Treasurer shall send to each member a statement of his dues for the ensuing year.

SECTION 2. *Voting.* At the annual meeting or at a special meeting of the Club voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of Officers, and Directors and amendments to the constitution and by-laws 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 Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

SECTION 3. *Annual Election.* At the annual meeting for the election of officers and Directors the vote shall be conducted by ballot. Ballots to be valid must be received by the Secretary before the opening of the meeting. Ballots shall be counted at the meeting by three inspectors of election who are members in good standing and who are neither members of the current Board nor candidates on the ballot and who shall be chosen by the members present at the meeting. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the meeting, 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 Directors in the manner provided by Article III, Section 3.

SECTION 4. *Nominations and Ballots.* No person may be a candidate in a Club election who has not been nominated in accordance with these by-laws. A Nominating Committee shall be chosen by the Board of Directors before April 15th. The Committee shall consist of three members from different areas of the U.S.A., and two alternates, all members in good standing, no more than one of whom shall be a member of the current Board of Directors. The Board shall name a chairman for the Committee. The Nominating Committee may conduct its business by mail.

(a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and one candidate for each other position on the Board 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 shall then submit its slate of candidates to the Secretary who shall mail the list, including the full name of each candidate and the name of the State in which he resides, to each member of the Club on or before May 15th, 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 addressed to the Secretary and received at his regular address on or before June 15th, signed by five members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.

(c) If no valid additional nominations are received by the Secretary on or before June 15th, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting, and no balloting will be required.

(d) If one or more valid additional nominations are received by the Secretary on or before June 15th, he shall, on or before July 15th, 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 Secretary marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking his ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Secretary. The inspectors of election 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 at the annual meeting.

(e) Nominations cannot be made at the annual meeting or in any manner other than as provided above.

ARTICLE III  
Directors and Officers

SECTION 1. *Board of Directors.* The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and three other persons all of whom shall be elected for one-year terms during the month of August, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2. *Officers.* The Club's officers, consisting of the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

(a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these by-laws.

(b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

(c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken by mail, and of all matters of which a record shall be ordered by the Club. He shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in these by-laws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Club. He shall deposit the same in a bank designated by the Board, in the name of the Club. His books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the Annual Meeting he shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

(e) The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the Officers and four other persons.

SECTION 3. *Vacancies.* Any vacancies occurring on the Board or among the offices during the year shall be filled until the next election by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board.

ARTICLE IV  
The Club Year, Voting, Nominations, Elections

SECTION 1. *Club Year.* The Club's fiscal year shall begin on the 1st day of September and end on the 31st day of August.

The Club's official 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 elected officers and directors shall take office immediately upon the conclusion of the election (or of the Annual Meeting) 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.

ARTICLE V  
Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, field trials, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. 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 service has 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 interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10 which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The 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 interest of the club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the club or of 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 Committee of not less than three members of the Board, not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. *Board Hearing.* The Board or 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 Committee may by a majority vote of those present suspend the defendant from all privileges of the Club for no 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 this fellow-members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, 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 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 own behalf. The meeting shall then vote by secret written 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 by-laws and to the Standard for the Breed may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and by-laws, (and the Standard for the breed) may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The notice shall specify a date not less than 30 days after the date of mailing by which date the ballots must be returned to the 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.

#### 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 whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club but after payment of the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

SECTION 3. *Election to Membership.* 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 these constitution and by-laws and 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. Accompanying the application, the prospective members shall submit dues payment for the current year.

Applicants may be elected at any meeting of the Board of Directors or by written vote of the Directors by mail. Affirmative votes of 2/3 of the Directors present at a meeting of the Board or of 2/3 of the entire Board voting by mail, shall be required to elect an applicant.

An application which has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the Club and the Club may elect such applicant by favorable vote of 75% of the members present.

SECTION 4. *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 Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year. (b) *by lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of each fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

(c) *by expulsion-* A membership may be terminated by expulsion as provided in Article VI of these by-laws.

## ARTICLE II

### Meetings

SECTION 1. *Annual Meeting.* The annual meeting of the Club shall be held in the month of August, in conjunction with the Club's Specialty Show if possible, at a place, date, and hour designated by the Board of Directors. Written notice of the annual meeting shall be mailed by the Secretary to each member at least 30 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. *Special Club Meetings.* Special Club meetings may be called by the President or by a majority vote of the members of the Board who are present at a meeting of the Board or who vote by mail, and shall be called by the Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing. Such meeting shall be held at such place, date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary at least 14 days and not more 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.

SECTION 3. *Board Meetings.* The first meeting of the Board shall be held immediately following the annual meeting and election. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of each such other meeting shall be mailed by the Secretary to each member of the Board at least 14 days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board voting in person or by mail.

SECTION 4. The Board of Directors may conduct its business by mail through the secretary.



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:

Roll Call  
Minutes of last meeting  
Report of President  
Report of Secretary  
Report of Treasurer  
Reports of Committees  
Election of Officers and Board  
(at annual meeting)  
Election of new members  
Unfinished business  
New business  
Adjournment

SECTION 2. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Reading of minutes of last meeting  
Report of Secretary  
Report of Treasurer  
Reports of Committees  
Unfinished business  
Election of new members  
New business  
Adjournment