

CKCSC, USA, Bylaws and Code of Ethics Proposed Amendments

Excerpted from the Bylaws; Article IV, I, Voting/agenda:

“The following matters are deemed "Extraordinary Matters", and must be submitted to a vote of all eligible voting members:

2. Amendments to the Articles of Incorporation, Bylaws, Code of Ethics and Breed Standard.

“The Board of Directors, or a voting member, may bring an "Extraordinary Matter" or "Important Issue" before a meeting of members only after giving a notice of the exact nature of such business to all members entitled to vote at the meeting, at least six (6) months prior thereto ... “

In this case, the Board of Directors has endorsed the following changes to the Bylaws and Code of Ethics and is publishing the changes here in anticipation of a vote of the membership in May, 2008.

Bylaws

Since the Bylaws were amended in 1998, a great many technological advancements have been made in the field of communications. This update was initiated so the Club could take advantage of some of these advancements. Specifically, these would include use of internet features for doing business such as email, websites and other informational exchange institutions.

General: Corrected misspellings, typos, capitalized all elected position titles such as President, Vice President, Treasurer, Secretary and Director and capitalized Corporation and one or two other nouns.

Article III, Offices, With a period after, "...the same as its registered office." delete the remainder of the sentence.

Article IV, B, Membership privileges,

Add: 4. “Any person convicted of animal cruelty in any court, shall lose all privileges of the Corporation for life. Any person co-owning a dog with an individual who is convicted of animal cruelty in any court shall have their membership status and/or registration privileges immediately reviewed by the CKCSC, USA Ethics Committee. Any person having a Cavalier in their ownership or co-ownership impounded for neglect, shall have their membership status and/or registration privileges immediately reviewed by the CKCSC, USA Ethics Committee.”

Article IV, D. Annual General Meeting (AGM) of members and notice thereof,

Change “May” to “October.”

Also, change “35” days to 55 days.

Article IV, E. Special meetings and notice thereof. In the last sentence, change “.....it is mailed ...” to “... it is mailed or e-mailed to each member....”

Article IV, I, Voting/agenda. Delete: “3. Affiliation with other organizations.” from the “Extraordinary Matters” list. Items 4 and 5 would become 3 and 4.

Article IV, K, Dues, In the fourth sentence, delete: “... by the membership secretary...” in the fourth quarter.

Article IV, N, Charges and Sanctions

2. Replace “... together with a fee of one hundred dollars (100.00)...” with “...a fee to be set from time to time by the Board of Directors,” which shall be forfeited ...

Article V, F, Notice. Add to the end of this paragraph: ”Except where otherwise indicated in these Bylaws, e-mail may be used in place of mail for notice of meetings, exchange of information and any other purpose facilitating the management of the Corporation.”

Article V, H, Manner of Acting, Add:” Meetings may be conducted, or an absent Board member(s) join a meeting, by telephone, provided all participating members can simultaneously hear each other. Members so participating are deemed to be present in person. Each participant must acknowledge hearing each other participant and a statement to this must appear in the minutes.”

Article V, K, Compensation, Delete: “another” and make it read: “They may receive compensation when serving the Club in a capacity other than Director/Officer.”

Article VI, B, Election and term of office, Third sentence, replace: “appointment” with “election”.

Article VII, A, 1, Registration [Committee], Purpose: Insert: To supervise the “Registration Office and its activities which includes but are not limited to” issuance of CKCSC, USA Registration ...

Article VII, A, 6, Judges, Replace the existing purpose with the following: “Purpose: To create and maintain a list of approved judges and stewards; to supervise and approve the selection and hiring of judges for point shows and sanctioned fun matches; to recommend to the Board the criteria for qualifying as an approved judge or steward and for maintaining a judges permit; to recommend that the Board grant a Member Judges Permit to members who have completed the requirements; to provide continuing education for prospective and qualified member judges and stewards.”

The following is a rewrite of Articles V, BOD, and VI, Officers, into three Articles, BOD, Officers and Directors. This is intended only to clarify the differences between Officers and Directors. This rewrite includes the changes in V and VI described above. Otherwise, no other substantive changes are intended.

*** This would change all subsequent Article numbers.**

Article V Board of Directors

A. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Without limiting the powers of the Board of Directors, the Board of Directors is expressly authorized to adopt and enforce policies and procedures consistent with the Articles of Incorporation and these Bylaws.

B. Election, number and tenure.

1. The Board of Directors shall consist of thirteen (13) eligible voting members of the Corporation. The Officers of the Corporation shall consist of four (4) of the members the President, Vice President, Secretary and Treasurer, during the term of their office.
2. Of the remaining nine (9) members, one (1) will be elected from each regional club, for a term of three years. These Directors will be elected only by members eligible to vote and residing within each respective region, and will serve as voting members of their respective boards.
3. The remaining five (5) members shall be elected at large by the eligible voting members for terms of three years. These Directors shall be elected in accordance with these Bylaws, unless there are no additional valid nominations, in which case the election would be by general consent.

C. Removal for Cause. An elected Officer or Director may be removed from the Board of Directors for cause by a $\frac{3}{4}$ vote of the entire board. Only the national Board may remove a regional President.

D. Regular meetings. The Board of Directors may provide by resolution the time and place, either within or without Kentucky for holding of regular meetings of the Board without other notice than such resolution. Meetings of the Board of Directors may be called by the Secretary, without resolution, by appropriate notice.

E. Special meetings. Special meetings are those board meetings called at a short notice to resolve a specific issue(s) that must be decided upon prior to the next regular meeting. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The President shall fix the time and place, for holding any special meeting of the Board.

F. Notice. Notice of any meeting of the Board of Directors called other than by board resolution must be mailed, by the Secretary, to each Member at least 28 days before the

date of the meeting. The proposed agenda for the meeting should be enclosed with this mailing, thereby allowing sufficient time for the Members to make any additions or changes. Members wishing to make such changes or additions should send copies of their proposals to the Secretary and the President, within 21 days. This does not exclude other additions to be made at the meeting, but does give the written agenda precedence. The attendance of any Member at any meeting of the Board of Directors shall constitute a waiver of notice of the meeting except when a Member attends a meeting for the express purpose of objecting to the transaction of any business because such meeting has not been lawfully called or convened. If a special meeting is called with less than 28 days notice, the Secretary shall notify all Members within 48 hours of the special meeting. If the Secretary cannot reach a Member, a certified letter should be mailed to the Member's last known address within 72 hours of the special meeting. Except where otherwise indicated in these Bylaws, e-mail may be used in place of mail for notice of meetings, exchange of information and any other purpose facilitating the management of the Corporation.”

G. Quorum. The President, or Vice-President if the President is absent, and six (6) other Members shall constitute a quorum for the transaction of business at any meeting of the Board.

H. Manner of Acting. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or these Bylaws. Meetings may be conducted, or an absent Board member(s) join a meeting, by telephone, provided all participating members can simultaneously hear each other. Members so participating are deemed to be present in person. Each participant must acknowledge hearing each other participant and a statement to this must appear in the minutes.

I. Attendance. A Member should attend all meetings of the Board of Directors. An absence requires an excuse acceptable to the Board of Directors. A Member should not miss two (2) consecutive meetings. A lack of an acceptable excuse or absence from two consecutive meetings may be grounds for removing that member from the Board of Directors. All Members must notify the Secretary whether or not s/he intends to attend a board meeting.

K. Now J. Compensation. Directors shall not receive any compensation for their duties and services but may be reimbursed for reasonable expenses incurred for the club. They may receive compensation when serving the club in a capacity other than Director/Officer.

L. Now K. Executive Committee. The Executive Committee, which consists of the President, the Vice President, the Secretary and the Treasurer, is authorized to act on the behalf of the Board of Directors when the Board of Directors is not convened. All actions by the Executive Committee must be written, described in detail, require a 75 % (3/4) vote, and must be signed by the members of the committee. When there is a vacancy in any one of the four offices, the remaining Officers serve as the committee, and decisions will require unanimous vote. Vacancy of more than one office inactivates this

committee. Actions of the Executive Committee must be included in the agenda and minutes of the next meeting of the Board of Directors, and must be ratified by the Board of Directors.

M. Now L. Insurance. To the maximum extent permitted by law and approved by the Board of Directors, the Corporation may provide/obtain insurance against liability for its Directors and Officers.

Article VI Officers

A. Officers. The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. These Officers shall serve as members of the Board of Directors during their term of office. The Board of Directors may elect or appoint such other Officers, including one or more assistant secretaries and one or more assistant Treasurers, as shall be deemed desirable, such Officers to have the authority and to perform the duties prescribed from time to time by the Board of Directors.

B. Election and term of office. The Officers of the Corporation shall be elected for terms of two years and until their successors are elected and duly qualified. The terms shall not be staggered but shall expire at the same AGM. The election shall be by mail ballot and by a simple majority of the members voting, unless there are no additional valid nominations to the nominating committee's slate, in which case the election would be by general consent. Each Officer shall hold office until his successor has been duly elected and qualified. Members shall not serve as Officers for more than a consecutive total of nine (9) years. No Officer shall hold one position for more than four consecutive (4) years excluding any vacancy filled for one year or less.

C. Vacancies. A vacancy in any Office caused by death, resignation, removal, disqualification or otherwise, may be filled by the affirmative vote of the majority of the remaining Members. This may be less than a quorum of the Board of Directors. An Officer appointed to fill a vacancy shall be appointed for the unexpired term or her/his predecessor. The current nominating committee may be consulted when such a vacancy occurs.

D. President. The President shall be the principal executive Officer of the Corporation. The President shall preside at all meetings of the Board of Directors and membership, and shall be an ex-officio member of all club committees. The President may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the Corporation. In general the President shall perform all duties incident to the office of President and such other duties that may be prescribed by the Board of Directors from time to time.

E. Vice-President. In the absence of the President or in event of her/his inability or refusal to perform the duties of the Presidency, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

F. Secretary. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws and required by law; shall keep the minutes of the meetings of the Board of Directors and of the Membership meeting in one or more books/files provided for that purpose; and shall mail **or e-mail** copies of board minutes to the Board and others designated to receive same within 28 days following the meeting, and publish the motions carried in the next convenient Bulletin; shall publish the minutes of the AGM in the next convenient Bulletin following the membership meeting; shall be custodian of the Corporation's records; shall keep a register of the post office address **and e-mail address** of each Member of the Board of Directors which shall be furnished to the Secretary by each Member; and shall in general perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

G. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receiving and giving receipts for moneys due and payable to the Corporation from any source whatsoever, and depositing all such monies in the name of the Corporation in such banks, trust companies and other depositories as the Board may select; and in general performing all duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to her/him by the President or by the Board of Directors. The Treasurer shall prepare and provide within reasonable time after the close of the fiscal year (but in any event not later than the AGM) a reasonably detailed written financial report to the membership. The Treasurer shall prepare and provide Treasurer's reports and budgets in accordance with the club's policies and procedures. The Board of Directors may require the Treasurer to give a bond for the faithful discharge of his/her duties.

This would be Article VII Directors

A. Directors. The Directors of the Corporation shall serve as members of the Board of Directors during their term of office. In general the Directors shall perform all duties incident to the office of Director and such other duties that may be prescribed by the President or Board of Directors from time to time.

B. Election and term of office. The terms of the nine (9) Directors shall be for three (3) years, or until their successors are elected and duly qualified, and staggered so that no more than 1/3 of the Directors' terms shall expire at the same time. No Director may serve more than two consecutive terms as Director. No Officer or Director may serve more than a consecutive total of nine years on the Board of Directors, excluding vacancies filled for one year or less.

C. Vacancies.

1. Any Director vacancy on the Board of Directors with a term of less than one (1) year may be filled by the majority vote of the remaining Members. A quorum is not required for this vote.
2. When the term of a vacancy is more than one (1) year the Board may appoint as above a replacement until the next AGM. Candidates for serving the remainder of

* Article VII, National Committees becomes Article VIII, Article VIII, Contracts,.... becomes Article IX and so on.

Article VIII, A. Standing Committees, Delete: 8. Rescue and replace with:

8. Information Technologies

Purpose: To allocate, maintain and update the club computer related assets, periodically review new ways to distribute information to club members and to create and keep up to date a website to serve the club members and prospective cavalier owners informational needs.

Then add:

13. Legislative Affairs

Purpose: To monitor national, state and local legislative activity and advise the Board of Directors when the Club or its members may be affected by legislation. When directed by the Board, mobilize an appropriate action to support or oppose legislation.

Code of Ethics

These changes correct or clarify a breeding restriction and eliminate a requirement considered to be unenforceable.

II, Breeding

A, 3. Delete: “or eligible for registration with the CKCSC, USA.”
Replace with: “the CKCSC, USA, or a registry recognized by the CKCSC, USA.”

II, Breeding

B, 1. With a period after “... to the breed.” delete: “whose owners agree to conform to this Code of Ethics.”
