

Cavalier King Charles Spaniel Club, U.S.A., Inc. Amended Bylaws

Article I Name

The name of the Corporation shall be the Cavalier King Charles Spaniel Club, U.S.A., Inc., (Hereinafter referred to as the "Corporation" and "CKCSC, USA").

Article II Purposes

The purposes for which the Corporation is formed are those set forth in its Amended Articles of Incorporation, as from time to time amended, including but not limited to the advancement, study, protection, exhibition and promotion of the Cavalier King Charles Spaniel breed.

Article III Offices

The registered office of the Corporation in the Commonwealth of Kentucky shall be at the address stated in the Amended Articles of Incorporation but such address may be changed from time to time by the Board of Directors.

The Corporation shall have a principal office, and other offices, either within or without the Commonwealth of Kentucky, as the Board of Directors may designate or the business of the Corporation may require from time to time. The principal office of the Corporation may be, but need not be, the same as its registered office.

Article IV Members

A. Membership classes and eligibility. The Corporation shall have five classes of membership: regular, associate, lifetime, foreign and honorary.

1. **Regular membership.** Regular membership shall be open to any of the following who is a resident of the United States of America and who is 18 years or older:
 - a. The owner of a Cavalier King Charles Spaniel or a Rescue Cavalier registered with the Corporation. (However, if two or more persons own such a Cavalier King Charles Spaniel, any two, but in no case more than two, shall be entitled to membership based on such ownership).
 - b. Any member of the immediate family (parent, spouse, child) of an individual eligible for regular membership.
 - c. A regular member who does not currently own a Cavalier King Charles Spaniel but has owned one for the previous two full years or more may retain regular membership by paying annual dues for a further period of two years, as long as s/he fulfills the other requirements for regular membership. After that period, if s/he has not acquired ownership of another Cavalier, s/he must notify the Membership Secretary of the change in membership status. S/he may continue membership in the Corporation as an associate member, or change to lifetime member.
2. **Associate membership.** Associate membership shall be open to any person who is interested in the Cavalier King Charles Spaniel breed and who is not eligible for regular membership.
3. **Honorary membership.** The Board of Directors is authorized to elect to honorary membership an individual who has contributed significantly to the purposes of the Corporation. Honorary members shall have all the rights and privileges of associate members. However, honorary members, who live in the United States of America may, upon written request to the Corporation's Secretary, be given regular membership privileges for as long as they fulfill the other requirements of regular membership, without having to pay annual dues.
4. **Foreign membership.** Foreign membership shall be open to any person who is

interested in the Cavalier King Charles Spaniel breed and who is a resident of a country other than the United States of America.

5. **Lifetime membership.** A resident of the United States of America 18 years or older, with approval of the Board of Directors, may elect lifetime membership. Lifetime members shall have all of the privileges and obligations of regular members. Lifetime membership may be revoked by the Board of Directors.

B. Membership privileges:

1. Regular members shall be entitled to all the privileges of membership in the Corporation, which are:
 - a. The right to nominate and second nominations for and serve as Officers and Directors of the Corporation, and to serve on committees of the Corporation.
 - b. The right to vote in election of Officers and Directors of the Corporation.
 - c. The right to vote on changes and amendments of the Articles of Incorporation, the Bylaws, the Code of Ethics, and the Breed Standard.
 - d. The right to vote in person or by proxy at the Annual General Meeting (AGM) of the Members or any special meeting of the members.
 - e. The right to qualify for a member judge's permit, and while maintaining an active member judge's permit, the right to exercise the privileges for member judges.
 - f. The right to register and transfer Cavalier King Charles Spaniels.
 - g. The right to enter and exhibit dogs at national and regional club shows organized under the auspices of the CKCSC, USA and its regional affiliates.
 - h. Any other rights and privileges granted by the CKCSC, USA.
2. Associate, foreign and honorary members (except those honorary members who have been granted regular membership privileges) shall be entitled to all the privileges of regular membership in the Corporation, except that they shall not be eligible to vote, nor to execute consents, waivers or releases, nor to nominate, second or serve as Officers or Directors of the Corporation. An associate member who acquires the ownership of a Cavalier King Charles Spaniel and meets the requirements for regular membership must notify the membership Secretary and change to regular membership.
3. Individuals who are nonmembers, but own Cavalier King Charles Spaniels and file applications and other documents with the Corporation, by such actions and in regard to such transactions agree to be bound by these Bylaws, the Code of Ethics and other rules, regulations, policies and procedures of the Corporation and decisions and actions of the Board of Directors and its committees.
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.

C. Regional Clubs. Regional clubs may be established and abolished by a $\frac{3}{4}$ vote of the national Board of Directors. The Directors shall also establish the geographical division of states into regions. The purposes of each regional club are:

1. To educate its members in all phases of owning, raising and protecting their Cavaliers, through media such as seminars, clinics, newsletters, fun-matches and championship shows.
2. To organize with the approval of the Corporation, championship shows and performance events granting official CKCSC, USA titles under the rules of the CKCSC, USA.
3. To attract new members and aid all CKCSC, USA members resident in the region. The members of a regional club shall elect a President, Vice -President, Secretary, Treasurer and Directors from members resident in their regions. Only members resident in their own region can nominate, second, vote or serve on a regional board of Directors. Each regional board may govern its affairs to the maximum extent possible pursuant to these Bylaws and

set its own fee schedule for dues, entries in championship shows, matches, seminars and other functions.

4. The regional clubs shall operate under the Corporation's Articles of Incorporation, Bylaws and policies and procedures, unless circumstances require that a waiver be given by the Corporation. Any such modification must be approved by the Board of Directors of the Corporation. By March 1 each year the regional clubs shall supply to the Corporation's Secretary an annual report, which shall include a President's report, and a financial report for the prior fiscal year.
5. All members of a regional club must also be enrolled as members in good standing of the Corporation. It is the responsibility of the regional President to ascertain, on a regular basis, that all members of their region are also members of the Corporation.
6. Should it be necessary for a regional club to hold a mail ballot for the election of its Officers or Directors, the regional membership list and the national membership list will be made available to the President of the regional club and the regional Secretary for verifying eligibility for voting. The President of the Corporation shall be an ex-officio member of the regional boards.
7. The Presidents of the regional clubs shall be invited to participate in meetings of the Board of Directors of the Corporation, but shall not have a vote.

D. Annual General Meeting (AGM) of members and notice thereof. The AGM shall be held in conjunction with the annual national specialty show in October, unless the Board of Directors by resolution designates a different date, for the purpose of transacting such business as may properly come before the meeting. Notice of the place, day and hour of the AGM shall be published by the Corporation Secretary and mailed to each member entitled to vote at the meeting, not less than ten (10) nor more than 55 days before such meeting. Notice shall be deemed to be given on the date of mailing to the member's address which appears on the books of the Corporation.

E. Special meetings and notices thereof. Special meetings of the members may be called at any time by (a) the President, (b) the Board of Directors, or (c) any voting member provided such member presents to the Secretary a written petition, signed by at least 15% of the entire voting membership at the time the petition is presented, requesting that such a special meeting be called. Any such special meeting shall be held at the registered office of the Corporation unless otherwise specified by resolution of the Board of Directors. The Secretary shall arrange for written notice of the time, place and matters to be transacted at such special meeting at least ten (10) but not more than 35 days prior to the special meeting. Notice shall be deemed to be given on the date it is mailed or e-mailed to each member at the address of the member which appears on the books of the Corporation.

F. Eligibility date for voting for Officers and Directors. At its first scheduled meeting after the AGM, the Board of Directors shall fix a membership eligibility date for voting, which shall be a date not more than 90 days prior to the AGM, and a date for the return of ballots. The dates must be published as soon as possible after the AGM. The fixed date of eligibility will determine which members are entitled to vote on such mail ballots. The eligible members so fixed shall be the only members entitled to notice of and eligible to vote on such mail ballots. Ballots received after the designated return date are considered invalid.

G. Eligibility date for voting on other matters. The Board of Directors shall set an eligibility date for voting on matters other than election of Officers and Directors no more than 90 days prior to the meeting at which the results of the voting will be announced.

H. Quorum. 50 voting members or 15% of the voting membership, whichever is less, present in person, or by proxy, at a meeting shall constitute a quorum for the transaction of business.

I. Voting/agenda. At any meeting of the members, each eligible voting member present shall be entitled to one (1) vote on each matter voted upon at such a meeting. On all matters to be

voted upon there shall be full, fair and open discussion.

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

1. The election of Directors and/or Officers.
2. Amendments to the Articles of Incorporation, Bylaws, Code of Ethics and Breed Standard.
3. Disposal of major assets.
4. The expulsion of a member, if so requested by that member, according to these Bylaws.

In addition, all issues which are declared to be "Important Issues" pursuant to this section must be submitted to a vote of all eligible voting members. Any issue shall be deemed to be an Important Issue if it is declared to be so by:

- Resolution of the national Board of Directors.
- Written petition to the national Secretary, signed by 15% of the eligible voting members at the time of the petition.

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. The presiding Officer at a national meeting may, at her/his discretion, declare an issue an "Important Issue" at any time, thereby postponing a vote of the members on that issue.

Notice of amendments to the Articles of Incorporation, Bylaws, Code of Ethics and Breed Standard, shall be published stating that a committee has been appointed, is reviewing the Articles of Incorporation, Bylaws, Code of Ethics and/or the Breed Standard and that any amendments will be put to the membership for a vote in accordance with these Bylaws.

J. Manner of acting.

1. Elections of Directors and/or Officers. Election of Officers and/or Directors shall be conducted by mail ballot. The nominees receiving the greatest number of votes shall be elected to vacant positions. Voting shall be calculated on the basis of valid ballots returned. The mail ballot forms authorized by the Board of Directors shall be the only forms accepted and no votes cast in any other manner shall be recognized.
2. Voting on other matters. A majority of the votes entitled to be cast on a matter (other than the election of Officers and Directors) to be voted upon by the members present or represented by proxy at the meeting shall be necessary for the adoption thereof, unless a greater percentage is required by law, the Articles of Incorporation or these Bylaws.
3. Procedure. The Membership Secretary shall prepare a list of all members entitled to vote. The list shall be delivered to the Secretary who shall certify that the mailing of ballots and/or proxy voting forms has been made to all eligible members. The ballots and/or proxy voting forms shall be returned to the chair of the Election Commission, who shall tally the results of the mail ballots and/or proxy voting forms. Mail ballots and/or proxy voting forms returned by eligible voting members shall be valid only if duly executed, subscribed and received at the address indicated by the appropriate date.

In addition to a section for recording the ballot vote or proxy vote, a space for names, signatures and addresses shall be provided. For the ballot these will appear on the envelope, leaving the form for voting only. For the proxy form these will be on the form itself. These spaces must be completed by the voting member.

The ballot and/or proxy voting form envelope to be returned by eligible members shall be marked "CKCSC, USA Ballot/Proxy" In the event the results are challenged by any unsuccessful candidate, the envelopes/ballots/proxy forms will be made available, by the chair of the Election Commission, to the challenger's tabulator only, who must be an independent tabulator not affiliated with any member of the CKCSC, USA. In the event of a challenge, the challenger shall pay for the independent tabulator, but if the result is overturned, the Corporation shall be liable for the independent tabulator's expenses. If

there is no challenge, after a period of one month, the envelopes/ballots/proxies shall be destroyed.

4. Election Commission. The Election Commission shall consist of a chair, not a member of the Board of Directors, appointed by the national President, and one member from each region appointed by the respective regional club President. Before the AGM the Election Commission shall meet and verify the results of the vote by a procedure approved by the national Board of Directors, and shall issue a report to the Secretary and the President, to be presented at the meeting.

K. Dues. Regular, associate and foreign memberships are granted to individuals on an annual basis from January 1 to December 31. The membership of a person joining from October 1 through December 31 shall run until the end of the following year. The dues shall be set by the Board of Directors. Dues notices shall be sent out in the fourth quarter. A second reminder/courtesy notice shall be mailed to those who have not renewed their membership. If a member's dues have not been received by the Corporation by January 31 s/he shall be dropped from the membership rolls effective as of that date.

L. Grievances. Grievances may be referred to the Committee on Ethics that shall attempt to mediate those disputes falling under the committee's general guidelines.

M. Violations

1. Any member may be disciplined, suspended or expelled from the CKCSC, USA, and any member or non member may be denied all the privileges of the Corporation, or any false registration certificate may be cancelled, whenever it shall have been established by satisfactory evidence that such member or non-member has violated any pertinent provision of these Bylaws (of which the Code of Ethics is an integral part) or other rule of the Corporation. Disciplinary action, other than suspension or expulsion, may be in form of censure and/or fine.
2. No person shall refuse, on reasonable request, to assist or respond to the CKCSC, USA, its Officers, committees, or agents in locating, identifying and inspecting records and/or facilities, or to answer promptly and truthfully any inquiry concerning a dog or an ancestor thereof in his ownership or control, which has been registered or listed, or for which application to register or list has been made, or on any other matter of club business. Violation of this rule may be grounds for disciplinary action.
3. The Registration Certificate, as issued by the CKCSC, USA, certifies that the dog is duly registered with the club and the owner complies with the club's Code of Ethics. A certificate is issued in reliance on a written application submitted and attested by the owner, and upon the express condition that the CKCSC, USA has the right to correct and/or cancel the certificate and/or restrict and/or cancel the privileges attendant thereto, for cause, under its rules and regulations. Should such correction and/or cancellation of the certificate take place, and should restriction and/or cancellation of the privileges attendant thereto, ensue, the club shall so notify the owner and so document the Stud Book.
4. A member or non-member shall not conspire with another person or persons to intentionally violate the rules of the CKCSC, USA, or to knowingly contribute or cooperate with another person or persons, either by affirmative action or inaction, to violate these Bylaws, the rules, policies and procedures of the Corporation. Violation of this rule shall subject such member or non-member to disciplinary action, whether or not s/he has actually signed reports filed with the Corporation asserted to be true and correct.

N. Charges and sanctions.

1. Any member may be disciplined, suspended for a period, expelled, fined, or otherwise sanctioned, and a non-member may be denied CKCSC, USA privileges for cause, which shall be defined as a violation of these Bylaws (of which the Code of Ethics is an integral part) or other rules, and policies and procedures of the Corporation.
2. Any person may bring charges against another person for such misconduct or violation. Written charges with specifications must be filed with the national Secretary or the Ethics

Committee, together with a fee to be set from time to time by the Board of Directors, which shall be forfeited if such charges are not sustained. The Board shall fix a date for a hearing in all appropriate cases.

3. The Board or its designee may bring charges for misconduct or violation without posting a fee. All other provisions will apply. After the date and time for the hearing has been fixed, the Secretary shall promptly send a copy of the charges to the accused person and complainant, by registered mail, together with a notice of the hearing and an assurance that the accused person may personally appear in her/his own defense and bring witnesses if s/he wishes.
4. Both the complainant and the accused person shall have the right to be represented by counsel at the hearing. Should the charges be sustained, after hearing all the evidence by the complainant and the accused person, the Board or an appropriate committee of the Board, may by majority vote of those present, impose penalties according to a procedure approved by the national Board. Immediately after a decision has been reached on the sanction, the Secretary shall notify each of the parties in writing of the Board's decision and penalty, if any. A decision on sanctions made by a committee of the Board shall have the same effect as a decision by the entire Board of Directors.
5. If after a hearing the Board, or an appropriate committee of the Board imposes suspension, expulsion or denial of CKCSC, USA privileges, the accused shall have the option of (1) accepting the Board's decision, or (2) notify the Board in writing within 14 days of receiving notice of the Board's decision that s/he requires that the Board's decision be voted on by all eligible voting members. The accused person shall bear the full cost in advance of such a procedure, but should the membership not uphold the Board's ruling such costs shall be immediately reimbursed by the Corporation. Prior to the meeting the membership shall be provided with (a) a statement of the charges, (b) a statement of the Board's findings, (c) a concise statement by the accused person, and (d) a concise statement by the Board. A 2/3 vote of those members voting, in person or by proxy, shall be required to overrule a suspension, expulsion, or denial of CKCSC, USA privileges.
6. When a person has been suspended, expelled, or denied CKCSC, USA privileges, that person shall be denied the privileges of the Corporation. If the person concerned does not comply with all restrictions defined in the disciplinary action, s/he may be subject to further disciplinary action. The name and address of person(s) suspended, expelled or denied privileges will be published, together with a brief summary of charges and sanctions, in the Corporation's Bulletin by the Secretary of the Corporation.

O. Jurisdiction/Venue. Every member, by joining the CKCSC, USA, and every non-member, by filing registration applications or other documents with the Corporation, does hereby agree:

1. If unsuccessful in a law suit in an attempt to overturn CKCSC, USA decisions, actions, rules or regulations, to reimburse the Corporation for its reasonable attorney's fees, court costs and other expenses in defense of such suit; and
2. That s/he will not commence any action, whether in law or in equity, against the CKCSC, USA in any courts other than those federal and state courts located in Fayette County, Kentucky.

The CKCSC, USA has adopted the foregoing provisions for the mutual benefit of members and with intention of reducing the Corporation's litigation expenses, which expenses would ultimately be borne by members and non-members alike.

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 if 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.

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.

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.

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 of 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.

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 the term must be voted upon at large, at the election prior to the next AGM.

Article VIII National Committees

The President may appoint voting members to the standing committees at her/his discretion, including the chair. All standing committees shall consist of a minimum of three voting members at least two of whom shall be Directors. All committee members must be members in good standing of the CKCSC, USA. When possible, all committees should have balanced representation. The duties of these committees shall be defined by the Board of Directors and

described in the Policies and Procedures Manual, and may be refined from time to time at the Board's discretion. The designation of any committee and the designation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon her/him by law, the Articles of Incorporation or these Bylaws.

A. Standing committees. Standing committees and their purposes are as follows:

1. Registration

Purpose: To supervise the issuance of CKCSC,USA Registration Certificates, the maintenance of complete and accurate records of every Cavalier entered in the Stud Book of the CKCSC, USA, and the issuance and protection of member's affixes; to make eligibility rulings as required; and to report violations of the Code of Ethics discovered during the registration process.

2. Ethics.

Purpose: To determine, upon the complaint of the Board, a committee or an individual member, if a violation of the Code of Ethics of the CKCSC, USA has occurred; and where a violation has occurred, to recommend to the Board that a hearing be held for infractions where censure, fine, suspension, expulsion or denial of CKCSC, USA privileges is considered appropriate.

3. Club Policies and Procedures.

Purpose: To create, keep up to date and provide for distribution to individuals designated by the Procedures, a manual containing policies and procedures as authorized by the Bylaws and approved by the Board of Directors, that govern the various activities of the club.

4. Bylaws.

Purpose: To periodically review the Bylaws of the Corporation, and based on proposed change(s) by either a member of the bylaws committee or any voting member, decide if such proposed change be submitted to the Board for a decision of whether to submit it to the membership for approval.

5. Finance.

Purpose: To review the Corporation's current financial position and any special projects that may require financial planning; to develop an overall long-range plan for the operation of the Corporation; to recommend to the Board general investment policies; and to develop, and with approval of the Board, implement fund raising activities. The Treasurer shall be a member of this committee.

6. Judges.

Purpose: To create and maintain a list of approved judges; 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 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.

7. Health and Education.

Purpose: To gather, develop and make available to the membership, information that concerns the breeding, raising, training, handling and health of the Cavalier King Charles Spaniel.

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.

9. Show Rules Review.

Purpose: To review show rules and recommend new rules and revisions; to submit to the Board recommendation for changes in the Show Rules.

10. Performance Events Rules Review.

Purpose: To review the rules of all performance events, such as obedience and agility and recommend new rules and revisions; to submit to the Board recommendations for

establishing new rules or changes in the rules.

11. Membership.

Purpose: To recruit new members, review new applications for membership, approve new members and work closely with the membership Secretary.

12. Legal Advisory.

Purpose: To advise the President and the Board of Directors on legal and potentially legal matters.

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.

B. Ad Hoc committees. The Board of Directors, by resolution, may designate and appoint one or more committees, in addition to the standing committees, each of which shall consist of at least three voting members, at least two of whom shall be Directors. These committees shall be given specific responsibility by the Board of Directors and all reports must be submitted to the Board, in writing. The Board may require that such reports be published. Any member of such committee may be removed by the Board of Directors whenever, in their judgment, the best interest of the Corporation shall be served by such removal.

C. Nominating committee and nominating procedures

1. The President shall, by July 1 of each year, appoint a Nominating Committee, which shall consist of at least five voting members, one residing in each region, two of whom shall be Directors. However, no more than two nominating committee members shall be Directors and/or Officers of the Corporation in the year in question. A chair will be appointed by the President. The names of the members of this committee shall be published following the AGM. One of the appointees shall be a member, and preferably the chair, of the prior year's nominating committee. The term of each member of the nominating committee shall expire at the following AGM. The nominating committee shall abide by the procedures for the nominating committee and nominate a slate of Directors and Officers to stand for election. The chair shall arrange to have published a notice that suggestions of candidates for the relevant positions are encouraged and welcome, and should be submitted to the chair of the nominating committee by a specified date.
2. The nominating committee slate must be published at least 12 weeks prior to the AGM. The chair must remind the membership, at that time, that any eligible voting member shall be free to nominate any other eligible voting member as a Director and/or Officer, provided that all such nominations are in writing and are received by the nominating committee chair, at least nine (9) weeks prior to the date of the AGM.
3. The Secretary shall, seven (7) weeks prior to the AGM, mail to all eligible voting members as determined by the eligibility date of that year a ballot containing the names of all nominees who have accepted nominations for the positions of Directors and/or Officers and the names of their respective proposers and seconders. The nominating committee's slate will be listed first and the alternate nominations, with proposers and seconders will follow. A brief written resume provided by the nominee will be included. Responses must be received by the Chair of the Election Commission at least three (3) weeks prior to the AGM. The validity of the mail ballots returned shall be determined in accordance with a procedure approved by the national Board of Directors. The chair of the Election Commission shall tabulate the results and shall advise the Secretary and the President of the results at least one week prior to the AGM.
4. In the event there are no nominations other than the nominating committee's slate, then a mail ballot is not required, the slate being elected by general consent.

D. Committees for shows.

1. Show Committee: Responsible for the functions at a show. A show chair or co-chairs shall

- be appointed by the President for each show.
2. Show Rules Committee. The show rules committee for each show shall consist of the show chair, the President of the show-giving club or and one other voting member considered to be knowledgeable regarding the Show Rules.
 3. Performance Events Rules Committee. The performance events rules committee for each show shall consist of a chair, appointed by the President and two other voting members with sufficient knowledge of the Performance Rules.
- E. Quorum.** Unless otherwise provided, a simple majority of the whole committee shall constitute a quorum, and actions taken by a majority of the members present at a meeting shall be the act of the committee.
- F. Policies and Procedures.** Each committee may adopt policies & procedures for its own government not inconsistent with these Bylaws or with policies & procedures adopted by the Board of Directors.
- G. Prohibited Acts.** No committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of such committee or any Director or Officer of the Corporation; amending the Articles of Incorporation, restating Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

Article IX

Contracts, Checks, Deposits and Funds

- A. Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- B Checks, Drafts and other documents.** All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer of the Corporation.
- C. Deposits.** All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies or other depositories as the Directors may select.
- D. Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Article X

Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep the minutes of the proceeding of its members, Board of Directors and committees, and shall keep at its registered office or principal office in Kentucky a record of the names and addresses of members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose, at any reasonable time.

**Article XI
Fiscal Year**

The fiscal year of the Corporation shall be from January 1 to December 31.

**Article XII
Seal**

The Corporation Seal shall have inscribed thereon the name of the Corporation, the year of organization and the words "Corporate Seal, Kentucky." The Seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner to be reproduced.

**Article XIII
Indemnification**

The Corporation shall indemnify, except as prohibited by law, each Director or Officer (including each former Director or Officer) of the Corporation who was or is made a party to, or a witness in, or is threatened to be made a party to or a witness in any pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was an authorized representative of the Corporation, against all expenses (including attorney's fees and disbursements), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding. The Corporation may purchase and maintain insurance to protect itself and any such Director or Officer against any liability, cost or expense incurred in connection with any such action, suit or proceeding.

**Article XIV
Amendment to Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of those eligible voting members voting in accordance with these Bylaws. Bylaw amendments may be proposed to the membership by the Board of Directors or by a petition to the Secretary signed by 15% of the voting members at the time of the petition.

**Article XV
Rules and Standards**

- A. The Breed Standard and the Code of Ethics attached hereto are hereby made a part of these Bylaws.
- B. Any member of the Corporation having knowledge of the following transactions is required to inform the registration Secretary of same, if such transactions have not appeared in the published Statistics within a reasonable length of time:
 - 1. The transfer by sale or gift of any CKCSC, USA registered Cavalier.
 - 2. The whelping in the USA of any litter of Cavaliers required to be registered with CKCSC, USA.
 - 3. The death of any registered Cavalier.
 - 4. The importation by any member of a Cavalier not known to be registered with the CKCSC, USA

Certificate of Adoption

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, the duly elected and acting President of the Cavalier King Charles Spaniel Club, U.S.A., Inc., a Kentucky Corporation, do hereby certify that the within and foregoing Amended Bylaws of said Corporation were duly adopted on the 26th day of April, 2008, and that the same do now constitute the Amended Bylaws of said Corporation.

IN WITNESS THEREOF, I have hereunto subscribed my name as President of the Corporation, this 26th day of April, 2008.

/s/ Ted Eubank, President

Adopted by the membership of the CKCSC, USA, 5/26/2008 at Tarrytown, New York