

Constitution and Bylaws of the National Red Setter Field Trial Club

Article I: Name

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

Article II: Meetings

1. Meeting times: An annual meeting of the membership shall be held during, and at the location of, the Spring Trial at a time and place set by the President.
2. Quorum: At the annual meeting of the membership of this Corporation ten percent of the active membership shall constitute a quorum.
3. Agenda: An agenda regarding the order of business at the annual meeting shall be developed by the President prior to the meeting. It shall include, but not be restricted to, the following:
 1. Reading of the minutes of the last meeting.
 2. Reading of reports (Treasurer, Audit, Trials, Award standings, etc.)
 3. Award of trophies.
 4. Unfinished business.
 5. New business
 6. Report of Nominating Committee and Election of Officers;
 - a. President
 - b. Vice-Presidents
 - c. Secretary
 - d. Treasurer (One person may hold both the offices of Secretary and Treasurer)
 - e. Directors
4. Voting: The method of voting shall be determined by the President on each issue. Each active member present at the meeting shall be entitled to one vote. The Secretary shall determine that each person is an active member. In the case of spousal/live-in companion memberships, all eligible spouses/live-in companion members shall be entitled to vote.

5. Election of Directors and Officers. Officers and Directors shall be elected by the general membership at the time of the Annual membership meeting. The election process shall be as follows:

A. All nominations for officers and Directors shall be submitted in writing to the Board of Directors as noted elsewhere in these bylaws.

B. Nominations for the positions may be presented as a slate, with all Officers and Directors listed and voted upon as a block, or

C. Nominations for the positions may be presented individually, with each Officer and Director voted upon individually.

D. The block nominations shall be presented for first consideration.

E. All voting will be done by confidential ballot. Votes shall be counted by no less than three (3) active members present at the general membership meeting

Article III: Membership

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

A. Active Membership. Active membership of the Corporation shall be unlimited in the number of individual persons who shall qualify by submission of a signed application and by paying the annual membership dues set by the Board of Directors. One year membership fees are due January 1st and First Year half-year memberships July 1st of each year. Spouses or live-in companions of dues-paying members residing at the same address and over the age of 18 years of age shall also be entitled to vote on issues brought to the attention of the general membership; however, only one copy of the Flushing Whip publication shall be physically mailed to said residence. Such additional voting privileges shall be limited to one (1) additional vote per residence. In the event such additional voting privilege is anticipated, the dues-paying member shall notify the Treasurer and the editor of the Flushing Whip of the name of the individual participating in the voting process. The signed application submitted by all prospective active members shall contain the following statement: "I am not currently under suspension of the AFTCA, any Kennel Club, Stud Book or Dog Organization".

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

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

Article IV: Suspension

1. Suspending Members. Members may be suspended for the following:
 - a. Failure to pay annual dues; automatic suspension if dues are not paid within sixty days of due date.
 - b. Unsportsmanlike conduct; suspension after the Board of Directors has held a hearing and by their majority vote approve such action.

Article V: Directors

1. Directors. The Board of Directors shall be the governing body of the Corporation and shall instruct the President and other officers in their duties. They shall draw no salary, nor shall they be "professionals" who receive remuneration for training or handling dogs.
2. The Board of Directors shall be no less than seven in number and shall be made up of active members. They shall serve three years. Directors are eligible for re-election for one additional term of three years. Each year those elected Directors who have served two three year terms, shall be retired and new Directors elected at the annual business meeting. Persons who have served two three year terms shall be eligible for office again after a period of one year.
3. The immediate last President, the Editor of The Flushing Whip, and the Futurity Secretary shall serve without election, as Directors, while filling these offices. The Futurity Secretary and Editor of the Flushing Whip shall have no term limit.
4. Nominations from the membership shall be accepted for the position of Director provided that approval has been received prior to the annual Board of Directors meeting from the person so nominated and that such approval has been submitted in writing to the Board of Directors for consideration prior to the annual Board meeting.
5. Vacancies for Directors shall be filled by the President's appointment until the next annual meeting, at which time the vacancy shall be filled by election, except that persons who have been appointed by the President shall be eligible to serve the remainder of the term they were appointed to, and shall be eligible to run for one additional term.
6. Five members of the Board of Directors shall constitute a quorum.
7. Board of Director Meetings
 - a. Annual Board Meetings: Regular Annual Meetings of the Board of Directors shall be held each year prior to the annual general meeting of the Active Members.
 - b. Special Meetings: Special Meetings of the Board of Directors may be held when deemed necessary by the President, such as at the Fall Trial location. Prior notification, agenda, time and place shall conform to Roberts Rules of Order.
 - c. Agenda: An agenda regarding the order of business for the Board meeting shall be developed by the President and submitted to the Board of Directors for approval prior to the meeting. It shall include, but not be restricted to, the following:

1. Reading of the minutes of the last meeting.
2. Reading of reports (Treasurer, Audit, Trials, Award standings, etc.)
3. Award of trophies.
4. Unfinished business.
5. New business
6. Report of Nominating Committee and Election of Officers;
 - a. President
 - b. Vice-Presidents
 - c. Secretary
 - d. Treasurer (One person may hold both the offices of Secretary and Treasurer)
 - e. Directors

d. Official Action When Not In Session: Routine matters which may be determined by the Board of Directors, and any question, motion, or resolution upon which the President may desire the decision of the Board, when not in session, may be submitted to each member of the board in writing by mail, or by electronic format such as electronic email, fax, or other. Such motions shall be related to routine financial, paperwork, or logistical issues; policy changes or other significant Board issues may also be subject to voting when not in session. The President shall determine whether to consider motions when not in session. Each member of the Board shall, within twenty-one (21) days thereafter, file their decision or vote. A majority vote of the members of the Board shall determine all matters and questions so submitted with the same force and effect as if determined at a meeting by the members of the Board in question. The Secretary shall submit to each member of the Board all arguments or evidence advanced for and against the questions submitted to said Board by mail, or by electronic format such as electronic email, fax, or other. In the event a motion is considered when not in session, the Secretary shall attach a description of the motion to the next Board meeting.

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

Article VI: Officers

1. Officers shall be elected on an annual basis.
2. There are no term limits on Officers.
3. Nominations from the membership shall be accepted for the position of any Office, provided that approval has been received prior to the annual Board of Directors meeting from the person so nominated and that such approval has been submitted in writing to the Board of Directors for consideration prior to the annual Board meeting.
4. Vacancies for Officers shall be filled by the President's appointment until the next annual meeting, at which time the vacancy shall be filled by election.
5. Duties of Officers. The duties of the various Officers of the Corporation, all of whom are entitled to vote at the Board of Directors meetings, and of whom none may be "professionals" who receive remuneration for training or handling dogs, shall be as follows:

- a. President: In addition to the other powers conferred by these By-laws, the President shall preside at all annual meetings and special meetings of the Board of Directors.
- i. The President shall ensure that the membership is notified sixty (60) days prior to the annual meeting of the name of the Directors whose term expires. Publication of such notification in the two issues of the Corporation's official publication will satisfy this requirement.
 - ii. The President may, from time to time, appoint such committees as shall be deemed necessary. The President may delegate such power and authority to such committees as deemed expedient. The President and Secretary shall be ex-officio members of all such committees.
 - iii. The President shall, at or prior to each annual meeting of the membership, appoint a committee to audit the treasurer's records, and such committee shall report at and to the Annual Meeting of the Members.
 - iv. The President shall keep the Vice-Presidents continuously informed of official actions and of any pending business.
- b. First Vice-President: The first Vice-President shall perform all the duties assigned by the President. In case of the Absence, Removal, Resignation or Disability the latter shall assume the duties of the President.
- c. Second Vice-President: The Second Vice-President shall perform all the duties assigned by the President, and in case of the absence, removal, resignation or disability of both the President and the First Vice-President, shall assume the duties of the President.
- d. Secretary: The Secretary shall attend and keep the minutes of all Annual and Special Meetings of the Membership and of all Annual and Special Meetings of the Board of Directors, and shall have such other and further powers and duties as may be delegated by the Board of Directors.
- i. The Secretary shall endeavor to keep a record of all Red Setter Clubs, including the names and addresses of the Presidents and Secretaries, and shall preserve all letters and other documents of interest, and shall, upon request, submit the same to the President, any Vice-President, or the Board of Directors.
 - ii. The Secretary shall carry on the general correspondence of the Corporation, and shall notify members of their election, suspension, expulsion, or other penalties that may be provided for by the Board of Directors.
 - iii. The Secretary shall have general charge of the records, certificates of eligibility and books of the Corporation, and upon election of a successor, shall deliver all of the same to said successor. All books and records of the Secretary shall at any and all reasonable times be open to inspection and examination by any active member of the club; said books and records requested shall be provided within 30 days of any written request by a member.

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

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

ii. The Treasurer shall keep a full and accurate account of all monies received or paid out on behalf of the Corporation, and upon the election of a successor shall deliver all records, books or accounts and funds to said successor.

iii. The Treasurer shall perform such other acts incident to the position of Treasurer as may be delegated by the Board of Directors. The Board of Directors may, at any time, require the Treasurer to give bond for the faithful discharge of duties, and accounting for the funds that shall come into the Treasurer's possession in such sum and condition as the Board of Directors may require.

iv. The Treasurer shall direct all donations made to the Corporation in any amount of \$1500 or more to be deposited in a risk-free security, such as a certificate of deposit or similar security. Such donations may not be deposited into the general operating account without a majority vote of the Board of Directors.

*. Any donation provided to the Corporation in which a specified use is requested by the donor shall be so noted and shall have a separate line item on the Treasurer accounting. The Board shall ensure that such donations will be used for the express purpose so intended by the donor. Such donations shall be exempt from Article VI, Section 5e, subsection iv, unless so specified by the donor.

v. The liquidation of any securities held by the Corporation shall be done only by a majority vote of the Board of Directors.

vi. Major expenditures shall require approval by a majority of the Board of Directors. Major expenditures are any expenditures exceeding \$1500.

vii. The fiscal year for the Corporation shall be January 1 to December 31.

viii. All books and records of the Treasurer shall at any and all reasonable times be open to inspection and examination by any active member of the club; said books and records requests shall be provided within 30 days of any written request by a member.

6. Salary & Allowances: The Secretary and Treasurer may receive payment for their services, the amount thereof to be fixed by the Board of Directors. In addition, the Board of Directors may pay any Officer an allowance for legitimate expenses for maintenance of office, clerical, and

stenographic help in such amount as it deems proper. Officers shall draw no salary, except as herein noted.

7. Holders of Multiple Offices: If any two or more offices are held by one person, that person shall be entitled to only one (1) vote in any matter.

Article VII: Removal From Office

1. Removal From Office:

a. Any Officer or Director maybe removed from office for cause (if they do not resign), such as disability, failure to pay current membership dues, absence from three successive annual meetings, and/or neglect of duties.

b. Any Officer or Director may request, in writing, such removal by letter to the senior elected Officer, or removal may be initiated by the President.

c. The President or any elected Officer shall then bring the matter before the Officers and Directors as set forth in Article V.

d. The President may be removed from office by a two-thirds majority of the Directors.

Article VIII: Field Trials

1. Field Trials: In order to foster and increase interest of the Irish Red Setter, the Board of Directors of the Corporation may promote and conduct Field Trials and may adopt rules and regulations for the control and supervision of the Minimum Requirements for Field Trials for all pointing Breeds as set forth by the American Field Publishing Company and the Amateur Field Trial Clubs of America By-laws and Running Rules. The National Red Setter Field Trial Club shall pay membership dues to the Amateur Field Trial Clubs of America.

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

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

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

Article IX: Trophies & Awards

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

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

b. Annual Point Awards: All trophies and awards which are won by an annual point accumulation will be presented only to those owners who are members in good standing of the National Red Setter Field Trial Club. The President shall appoint members in good standing to monitor and report award standings; all standings shall be reported in a timely manner to the Editor of the Flushing Whip for publication.

2. Red Setter Hall of Fame Award: The Editor of the Flushing Whip shall administer the process of choosing a suitable person and/or dog to be inducted into the Red Setter Hall of Fame. The following criteria will be utilized for the induction process:

- One (1) person and one (1) dog may be chosen on even numbered years
- Candidates may be nominated by any member in good standing; nominations must be submitted by letter to the Editor of the Flushing Whip in a timely manner according to directives posted in the Flushing Whip
- Each member in good standing will receive a mail-in ballot; all voting ballots must be submitted by a deadline posted in the Flushing Whip
- The general membership will be provided the opportunity to vote for nominated candidates, person and/or dog utilizing the voting ballots
- Person candidates must be 64 years of age or deceased; dogs must be deceased
- Voting ballots from the general membership shall be submitted to the Editor of the Flushing Whip by the deadline posted in the Flushing Whip.
- Voting ballots will be counted by the Editor of the Flushing Whip. Copies of the voting ballots will be made available to any Board member who requests them. Results of the voting shall be available to the general membership at a time decided by the Editor of the Flushing Whip.
- The Board of Directors and Officers shall vote on the person and/or dog to be inducted into the Red Setter Hall of Fame, after due consideration of the general membership voting results and other information provided to the Board of Directors and Officers. Where an Officer or Director holds two offices concurrently, that person shall be afforded only one (1) vote. The Board of Directors and Officers voting choice shall be submitted to the Editor of the Flushing Whip by mail-in or electronic means, to be determined at the discretion of the Editor. A deadline for Board of Director and Officer voting submissions will be established by the Editor. Upon receiving the tally of the Board of Directors and Officers, the Editor of the Flushing Whip will share said results with the Board of Directors and Officers.
- The final results of the Red Setter Hall of Fame Award shall be determined as follows:
 - each vote submitted by the Board of Directors and Officers shall count as one vote

- the person and dog receiving the highest number of votes in the general membership tally shall receive 10 votes
 - the person and dog receiving the highest combined number of total votes (Board of Directors, Officers, General membership) shall be awarded the Red Setter Hall of Fame award
- The voting decision is final and binding.
 - Red Setter Hall of Fame induction ceremonies will be awarded preferentially to coincide with the National Bird Dog Hall of Fame induction ceremonies in the year following the vote, or if not convenient, at a time and location set by the Board of Directors.

Article X: Amendments

1. Amendments: The By-laws of this Corporation may be amended by the general membership by a two thirds vote of the members thereof. Prior to any amendment, said proposed amendments must be published a minimum of two times in two successive issues of the Flushing Whip prior to the vote. Voting may be conducted by paper ballots, electronically, or a combination thereof, at the discretion of the Secretary.

a. Effective Date: These By-laws shall be effective from and after the date of 01 February in the year 2020.

b. All previously existing Bylaws are hereby repealed.

c. We, the undersigned President and Secretary of the Corporation, do hereby certify that the above and foregoing By-Laws and adoption of the National Red Setter Field Trial Club were adopted by a two-thirds vote of the Board of Directors this 01 day of February in the year 2020.

Allen Fazenbaker, President
Ed Liermann, Secretary