

Tarheel Golden Retriever Club

Bylaws

Article I - Constitution

Section One

The name of the club shall be Tarheel Golden Retriever Club. (TGRC).

Section Two

The purposes of the Club shall be:

- (a) To encourage and promote quality in the breeding of Golden Retrievers and to do all possible to bring their natural qualities to perfection.
- (b) To urge members and breeders to accept the standard of the breed as approved by The American Kennel Club.
- (c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike conduct at all Dog Shows and Performance Tests and Trials operated under the rules and regulations of the American Kennel Club.
- (d) To conduct Dog Shows and Performance Tests and Trials under the rules and regulations of the American Kennel Club.
- (e) To provide Public Education services to the general public relative to the breed and breeding and its care and training needs.

Section Three

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

Section Four

The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these purposes.

Article II – Membership

Section One – Eligibility

- (a) Membership in this Club shall be in one of three classes: Regular, Associate or Honorary. Any person, 18 years of age or older, who is in good standing with the American Kennel Club and who subscribes to the purposes of this Club shall be eligible for membership. While membership is to be unrestricted as to residence, this Club's primary purpose is to be representative of breeders, exhibitors and Golden Retriever enthusiasts in its immediate area.
- (b) Regular memberships are in two categories: Individual or Household. Each active member, including up to two (2) persons in a Household membership, is entitled to one vote and to hold office. Persons under 18 years of age may be part of a Household membership but may not vote or hold office.
- (c) Regular Members in Good Standing

A regular member will be considered to be in good standing with the Club after meeting the following criteria: 1) Members are current on dues owed to the Club. (a) Each applicant for Regular membership shall meet the standards of Section Three below. Individuals who are Regular members on March 9, 2005, effect date of these Bylaws, will be considered Regular members of this Club until termination by resignation, lapse or expulsion, consistent with Section Four of this Article.

(d) Associate members receive all Club publication, may participate in all Club events and may attend all Club meetings and programs but cannot vote or hold office.

(e) Honorary memberships are bestowed on individuals at the discretion of the Board of Directors. These members pay no dues and cannot hold office but may choose to convert their membership to Regular or Associate status by applying in accordance with Section Two of this Article.

Section Two – Dues

(a) The Board of Directors shall determine the amount the annual dues at its first meeting after election but those dues shall not exceed \$50.00. The annual dues are payable on or before July 1st.

(b) No person may vote whose dues are not paid for the current year.

(c) During the month of June, the Treasurer or other person designated by the Board of Directors shall send to each member a statement of dues for the ensuing year.

Section Three – Election to Membership

(a) Each applicant for Regular membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by this Constitution and Bylaws and by the rules of the American Kennel Club. Accompanying the completed application, the prospective member shall submit dues payment for the current year. Applications received at the first day of March will be pro-rated by one-half the amount due.

(b) All applications are to be filed with the Club's Secretary. Each application will be read at the first meeting of the Club following the receipt of the application. Members may voice any objection concerning a prospective member by contacting the Secretary in writing prior to seven days before the next regular meeting. At the next Club meeting, the application will be voted upon. Affirmative votes of two out of three of the members present and voting by secret ballot at that meeting shall be required to elect the applicant to membership. Applications that are not voted on within six (6) months of the receipt must be re-submitted. Dues submitted with the application will be held until the election is complete and will be returned should membership be denied. An applicant who has been denied membership may not re-apply within twelve (12) months of denial.

(c) Each applicant for Associate membership shall apply on a form as approved by the Board of Directors. The associate membership fee will accompany the form for the current year. Associate memberships will be issued without regard to individual or household status will be accepted upon receipt of dues.

(d) Associate and Honorary members may become Regular members by applying for an obtaining election, in accordance with this Section.

Section Four – Termination of Membership

Memberships may be terminated:

(a) By resignation. Any member in good standing may resign from the Club upon written notice to the Secretary. No member may resign while in debt to the Club. Dues

obligations are considered a debt to the Club and they are considered past due if not paid by July 31st.

(b) By lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid 31 days after the first day of the fiscal year; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

(c) Any checks returned by the bank will be subject to a \$20.00 return fee.

(d) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

Article III – Meetings and Voting

Section One – Club Meetings

The club shall hold at six (6) meetings each year within the Raleigh/Durham area of North Carolina at such hour, date and place as may be designated by the Board of Directors. Written notice of such meetings shall be mailed by the Secretary at least ten (10) days before the date of the meeting. The Club's Newsletter, if mailed ten (10) days before such meeting, and containing information about the meeting, will be considered notification. The quorum for such meeting shall be twenty (20) percent of the Regular members in good standing.

Section Two – Special Club Meetings

Special Club meetings may be called in any one of three ways:

- 1) The President may call a Special Meeting.
- 2) The majority of the Board of Directors who are present and voting at a regular or special meeting of the Board of Directors may call a Special Meeting.
- 3) The Secretary, upon receipt of a petition signed by five (5) Regular Members in good standing, will call a Special meeting.

Such special meetings shall be held in the Raleigh/Durham area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting and said notice shall state the purpose of the meeting shall be twenty (20) percent of the Regular members in good standing.

Section Three – Board Meetings

(a) Meetings of the Board of Directors shall be held six (6) times each year within the Raleigh/Durham area of North Carolina at such hour, date and place as may be designated by the Board of Directors.

(b) The Secretary shall mail written notice of such meetings at least five (5) days before the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

Section Four – Special Board Meetings

Special Meetings of the Board of Directors may be called in either of two ways:

- 1) The President may call a Special Meeting of the Board of Directors.
- 2) The Secretary, upon receipt of a written request signed by three (3) members of the Board of Directors, will call a Special Meeting of the Board of Directors.

Such special meetings shall be held in the Raleigh/Durham area, North Carolina at such place, date and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such a meeting shall be mailed by the Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board of Directors.

Any action required or permitted to be taken by the Board of Directors as the subject of a Special Board Meeting may be taken without a formal meeting of the Board of Directors if all members of the Board consent in writing to the adoption of a resolution authorizing such action. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board of Directors. If action on such a basis is necessary in an emergency, it must be ratified at the next meeting of the Board of Directors in order to become an official act of the Board Directors.

Section Five – Voting

Each Regular member including up to two (2) persons in a Household membership, whose dues are paid for the current year, shall be entitled to one vote at any meeting of the Club at which that member is present. Proxy voting shall not be permitted at any Club meeting or election.

Article IV – Directors, Officers and GRCA Delegate

Section One – Board of Directors

The Board of Directors shall be comprised of the President, Vice President, Secretary, Treasurer and five (5) other persons, one (1) being the GRCA Delegate, all of whom shall be Regular members and all of whom shall be elected for one-year terms at the Club's Annual Meeting as provided for in Article IV, and shall serve until their successors are elected. General management of the Club's affairs, including the development of policies to guide the Club's operations, shall be entrusted to the Board of Directors. An out-going President will be offered a nomination to the Board of Directors. Should the out-going President accept that nomination, he/she would stand for election along with the other nominees for the Board of Directors positions.

(b) Any vacancies occurring among the Officers or on the Board of Directors during the year shall be filled until the next Annual Election by a majority vote of all the then members of the Board of Directors at its first regular meeting following the creation of such vacancy, or at a special meeting of the Board of Directors called for that purpose. If any nominee, at the time of the Annual Election, is unable to serve for any reason, shall be filled automatically by the Vice President and the Board of Directors shall fill the resulting vacancy in the Office of the Vice President.

Section Two – Officers

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

(a) The President shall preside at all meetings of the Club and of the Board of Directors and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in the Bylaws. The President is entitled to vote on all matters on which the Club and its Board of Directors may vote.

(b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. The Vice President is entitled to vote on all matters on which the Club and its Board of Directors may vote when acting as President.

(c) The Secretary shall keep a record of all meetings of the Club and of the Board of Directors and of all matters of which a record shall be ordered by the Club, shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify Officers and Directors of their election to office, keep a roll of the members of the Club and their addresses and carry out such other duties as are prescribed in these Bylaws. Certain responsibilities of record keeping and record administration may be assigned to others as deemed appropriate by the Board of Directors.

(d) The Treasurer shall collect and receive all monies due or belonging to the Club. Monies shall be deposited in a bank designated by the Board of Directors in the name of the Club. The books shall be at all times open to inspection by the Board of Directors and a report shall be given at every meeting of the Club and of the Board of Directors of the condition of the Club's finances and every item of receipt or payment not before reported; and at the Annual Meeting an accounting shall be rendered of all monies received and expended during the previous fiscal year. An annual internal audit of Club financial reports will be conducted by two (2) Club members appointed by the Board of Directors. This audit will be completed by July first of each year and a report will be presented to the Board of Directors soon thereafter.

Section Three. GRCA Delegate and AKC Liaison

(a) Appointment

The Board of Directors shall choose a GRCA Delegate and an AKC Liaison from among the five (5) at-large Board members at the first regular Board meeting following the Annual election. The term of the GRCA Delegate and the AKC Liaison shall be one (1) year from date of appointment.

(b) Job Descriptions

The job of the GRCA Delegate will be to act as a liaison between the GRCA and the Club. The Delegate will be the main point-of-contact for the Club with GRCA and is responsible for communicating an issues and/or decisions at the national level pertinent to the Club. The Delegate is required to have access to a computer and can frequently check information on the Golden Retriever Club of America website and subscribe to the GRCA Board Information List server email list.

The job of the AKC Liaison shall be to act as the primary point of contact between the AKC and the Club.

Article V – The Club Year, Annual Meeting & Elections

Section One – The Club Year

The Club's official year shall begin immediately at the conclusion of the elections during the Annual Meeting and shall continue through the election at the next Annual Meeting. The Club's fiscal year shall begin July 1st and end on June 30th.

Section Two – Annual Meeting

The Annual Meeting shall be held in the month of October at which Officers and members of the Board of Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section Four of the Article. They shall take office immediately upon the conclusion of the election. Each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within thirty (30) days of the election.

Section Three - Nominations.

(a) Elections Committee

During the month of July, the Board of Directors shall appoint an Elections Committee consisting of three (3) members, one of whom will be the chair who will be named by the Board. No more than one (1) member of the Elections Committee shall be a member of the current Board of Directors and said member shall not be in contention for election to the Board of Directors in the upcoming election. The Secretary shall immediately notify the Elections Committee of their selection. The Chairperson of the Elections Committee will convene a Committee meeting to be held by August 1st. The Chairperson of the Elections Committee must conduct the business of the Committee in person with the rest of the nominating committee and but must be able to demonstrate that the report of the Committee reflects the consensus of the Committee members.

(b) Nominations

No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. The Elections Committee shall nominate from among the eligible members of the Club one candidate for each position of the Board of Directors the term for which shall expire at the ensuing Annual meeting and shall procure the written acceptance and a resume of experience from each nominee so chosen. The Committee shall submit its slate of candidates together with their resume to the Secretary and the Secretary will mail written notice of the nominated candidates to each member at least two weeks prior to the September meeting, at which meeting additional nominations may be made from the floor. Each additional nominee shall provide a written statement signifying his willingness to be a candidate and a resume of experience. No person may be nominated for more than one position and additional nominations may be made only from among those members who have not accepted a nomination from the Elections Committee. . All nominees will be Regular members. Nomination cannot be made at the Annual Meeting or in any manner other than provided in this Section.

(d) Candidate Resume Publication

No later than 30 days before the Annual Meeting, the Secretary will forward the candidate resumes to be posted on the Club's website, newsletter or other distribution within the Club.

Section Four – Elections.

(a) Elections

Elections will be held at our October meeting. Regular members in good standing present at the meeting shall be eligible to vote. At the meeting, The election committee shall check the nominations against the list of members in good standing as stated in Article II, Section One (c) and shall certify the eligibility of each voter. The elections Committee shall provide ballots to each regular member in good standing present at the meeting, listing all of the nominations for each position, the candidates for each position being listed alphabetically. After the process, the votes shall be counted by the Elections

Committee and the nominated candidate receiving the greatest number of votes for each position, according to the tally certified by the Elections Committee, shall be declared elected. The five (5) nominated candidates for membership on the Board of Directors who receive the greatest number of votes for such positions shall be declared elected.

(b) In the Event of a Tie Vote

If there is a tie vote among the candidates who have received the highest number of votes for a Board position, a run-off election shall be held with the membership to vote to break the tie. An incumbent shall remain in office until replaced through the run-off process. The Board of Directors shall set a date for that election which shall be as close in date to the previous Annual Meeting as is reasonably possible, but the date shall not be more than ninety (90) days after the Annual Meeting. The Elections Committee will oversee the run-off election. Not less than thirty-two (32) days prior to the run-off election date, the Secretary shall send a ballot to each member in good standing who was eligible to vote in the previous election. The ballot shall list the candidates for the run-off election in alphabetical order and contain an instruction that a member shall vote for one of the candidates. The provisions of Article IV Section Four (a) and (b) of these Bylaws that are not inconsistent with this Section shall apply. The candidate receiving the greatest number of votes shall be declared elected and shall take office immediately.

Article VI – Committees

Section One

The Board of Directors may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience and field trials, trophies, annual prizes, membership and other projects which may well be served by a committee. Such committees shall always be subject to the final authority of the Board of Directors. Special committees may also be appointed by the Board of Directors to assist with particular projects.

Section Two

Any committee appointment may be terminated by a majority vote of the full membership of the Board of Directors upon written notice to the appointee. The Board of Directors may appoint successors to those persons whose services have been terminated.

Article VII – Discipline

Section One – American Kennel Club Suspension

Any Regular member of this Club who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of the Club for a like period.

Section Two – Charges

Any Regular member may prefer charges against another Regular member for alleged misconduct prejudicial to the best interests of the Club or the Golden Retriever breed. Written charges with specifications must be filed in duplicate with the Club's Secretary together with a deposit of twenty-five dollars (\$25.00) which shall be forfeited if such charges are not sustained by the Board of Directors following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board of Directors or

present them at a meeting of the Board of Directors. The Board of Directors shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board of Directors considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse jurisdiction. If the Board of Directors entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board of Directors not less than three (3) weeks or more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

Section Three – Board Hearing

The Board of Directors shall have complete authority to decide whether counsel may attend the hearing but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board of Directors may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. If the Board of Directors deems that punishment insufficient it may also recommend to the Club membership that the penalty by expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board of Directors has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board of Directors' decision and penalty, if any.

Section Four – Expulsion

Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a hearing of the Board of Directors and upon that Board's recommendation as provided in Section Three of this article. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations of the Board of Directors, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The Regular members shall then vote by secret ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted the recommendation by the Board of Directors of suspension shall stand.

Article VIII – Amendments

Section One

Amendments to the Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty (20) percent of the Regular membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with

recommendations of the Board of Directors by the Secretary for a vote within three (3) months of the date on which the petition was received by the Secretary.

Section Two

The Bylaws may be amended by two-thirds (2/3) secret vote of the Regular members present and voting by secret ballot at any regular or special meeting called for the purpose and at which a quorum of twenty (20) percent of the Regular members in good standing is met. The proposed amendments must have been included in the notice of the meeting and mailed to each Regular member at least two (2) weeks prior to the date of the meeting.

Article IX – Dissolution

Section One

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the Regular members in good standing. In the event of the dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Club or any proceeds thereof nor any assets of the Club shall be distributed to any member of the Club. After payment of the debts of the Club, its property and assets shall be given to an incorporated, not-for-profit organization(s) which benefits dogs, particularly Golden Retrievers. The Board of Directors shall select the organization(s).

Article X – Order of Business

Section One

At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Roll Call

Minutes of the Last Meeting

Report of the President

Report of the Secretary

Report of the Treasurer

Report of the Committees

(At Annual Meeting) Election of Officers and Board of Directors

Election of New Members

Unfinished Business

New Business/Braggs

Adjournment

Section Two

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

Minutes of the Last Meeting

Report of the Secretary

Reporter of the Treasurer

Reports of the Committees

Unfinished Business

New Business/Braggs
Adjournment

Article XI – Parliamentary Authority

Section One

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Club in all cases to which they are applicable and in they are not inconsistent with these Bylaws and any other special rules of order the Club may adopt.

Revised 6.5.10