

Penobscot Hunting Retriever Club Constitution

ARTICLE I Name and Objects

SECTION 1. The name of the club shall be the Penobscot Hunting Retriever Club

SECTION 2. The objects of the club shall be:

- a) To encourage and promote the breeding and training of all purebred retriever breeds and bring out their natural qualities and abilities.
- b) To do all in its power to protect and advance the interests of the retriever breeds and to encourage sportsmanlike conduct at such events
- c) To conduct licensed retriever hunting tests and any other events for which the club is eligible under the Rules and Regulations of The American Kennel Club.
- d) To disseminate knowledge and promote the training of purebred dogs through informal training days and public education.

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

SECTION 4. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

Penobscot Hunting Retriever Club

Bylaws

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Penobscot Hunting Retriever Club Bylaws

Article I Membership

SECTION 1. ELIGIBILITY. There shall be membership open to all persons eighteen years of age or older who are in good standing with the American Kennel Club and who subscribe to the purposes of this club.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

SECTION 2. DUES. Membership dues shall not exceed \$30.00 per year, payable on or before the Annual Meeting in January of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Secretary shall send to each member a statement of dues for the ensuing year.

SECTION 3. ELECTION TO MEMBERSHIP. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the constitution and bylaws and the rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of one member in good standing.

Accompanying the application, the prospective member shall submit dues payment for the current year. Dues from new memberships accepted in October or later of a current year shall also be considered paid for the upcoming year.

All applications are to be filed with the secretary or membership chair. Each application shall be read and voted on by the Board of Directors at the next Board Meeting. An affirmative vote of 2/3 of the Board of Directors present shall be required to elect the applicant.

Applicants for membership who have been rejected by the Board of Directors shall not reapply within six months after such rejection.

SECTION 4. TERMINATION OF MEMBERSHIP. Memberships may be terminated:

- (A) by resignation. Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign in debt to the Club. Dues obligation are considered a debt and they become incurred on the first day of the fiscal year.
- (B) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid for 90 days after the first day of the fiscal year: however the Board may grant delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- (C) by expulsion. A member may be terminated by expulsion as provided in ARTICLE VI of these bylaws

Article II Meetings and Voting

SECTION 1. CLUB MEETINGS. Meetings of the Club shall be held four times per year (quarterly) with the annual meeting to be held in the month of January, within the greater central Maine area at such hour and place as may be designated by the Board Of Directors. Written notice of each such meeting shall be mailed/e-mailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of members in good standing. At the January meeting, elections shall be held as provided in ARTICLE V.

SECTION 2. SPECIAL CLUB MEETINGS. Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held within the greater Central Maine area at such place or date and hour as may be designated by the person or persons authorized herein to call such meetings. Notice of such meetings may be published in the Club newsletters and/or by separate mailings/e-mail by the Secretary or an officer of the Club at least 5 days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting. . The quorum for such special meetings shall be 20 percent of the membership in good standing. Said notice shall state the purpose of the meeting and no other Club business may be transacted thereat.

SECTION 3. BOARD MEETINGS. Meetings of the Board of Directors shall be held as often as the Board deems it necessary to conduct the Club's business, but at least quarterly. Meetings will be held within the greater central Maine area or via telephone conference call or via video conference at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed/e-mailed by the Secretary at least 5 days prior to the date of the meeting. The quorum of such meeting shall be a majority of the Board.

SECTION 4. SPECIAL BOARD MEETINGS. Special meetings of the Board may be called by the President and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held within the greater central Maine area at such place or date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such a meeting shall be mailed/e-mailed by the Secretary or by a designated officer of the Club at least 5 days and not more than 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. The quorum of such meeting shall be a majority of the Board.

SECTION 5. VOTING. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. - Proxy voting will not be permitted at any club meeting or election.

Article III
DIRECTORS AND OFFICERS

SECTION 1. BOARD OF DIRECTORS. The Board shall be comprised of the officers and three (3) other persons all of whom shall be members in good standing and all of whom shall be elected for one year terms at the Club's Annual Meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

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

- (A) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
- (B) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (C) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses and carry out such other duties as are prescribed in these bylaws.
- (D) The Treasurer shall collect and receive all monies due belonging to the Club. Monies shall be deposited in a bank designated by the Board in the name of the Club. The books shall at all times be open to inspection of the Board and a report shall be given at every meeting of the condition of the Club's finances and every item of receipt or payment not previously reported; and at the annual meeting an accounting shall be rendered of all monies received and expended during the previous fiscal year. The Treasurer shall have a current bank statement available for Board inspection at every Board meeting. The Treasurer shall be bonded in such an amount as the Board of Directors shall determine.
- (E) The office of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of three persons.

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

Article IV
THE CLUB YEAR, ANNUAL MEETING AND ELECTIONS

SECTION 1. CLUB YEAR. The Club's fiscal year shall begin on the first day of January and end on the last day of December. The Club's official year shall begin immediately at the conclusion of the election of the annual meeting and shall continue through the election at the next annual meeting.

SECTION 2. ANNUAL MEETING. The annual meeting shall be held in the month of January at which officers and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over the successor in office all properties and record relating to that office within 30 days after the election.

SECTION 3. ELECTIONS. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4. NOMINATIONS. No person may be a candidate in a Club election who has not been nominated. During the months of September and October the Board shall select a Nominating Committee consisting of three members, not more than one of whom may be a member of the Board. Two alternates **may** also be selected. The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chairman of the Committee and it shall be such persons duty to call a committee meeting which shall be held on or before November 15th.

(A) The committee shall nominate one candidate for each office and for Delegate who may or may not be an officer or director of the club, and positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.

(B) Upon receipt of the Nominating Committee's report, the Secretary shall, on or before December 1, notify each member in writing of the candidates so nominated.

(C) Additional nominations may be made before December 15th, by written petition to the Secretary signed by three (3) members and endorsed by each such additional nominee, signifying his or her willingness to be a candidate. Additional nominations which are provided for herein may be made only from among those members who were not nominated by the Nominating Committee or who declined such nominations as above provided. However, no person who has declined the Committee's nominations may be nominated by petition.

No person may be a candidate from more than one position except for the position of AKC Delegate.

On or before December 20, the Secretary shall notify each member in writing of all such additional nominations.

(D) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

Article V
COMMITTEES

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

SECTION 2. TERMINATION OF COMMITTEES. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice of the appointee, and the Board may appoint successors to those persons whose services have been terminated.

Article VI DISCIPLINE

SECTION 1. AMERICAN KENNEL CLUB SUSPENSION. Any member who is suspended from any privileges of the American Kennel Club automatically shall be suspended from privileges of this Club for a like period.

SECTION 2. CHARGES. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at the Board Meeting and the Board 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 considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than three weeks or more than six weeks thereafter. The secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. BOARD HEARING. The Board 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 may, by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Boards recommendation. Immediately after the Board has reached a decision, it's findings shall be put in written form and filed by the Secretary. The Secretary in turn shall notify each of the parties of the Board's decision and penalty if any.

SECTION 4. EXPULSION. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

Article VII
AMENDMENTS

SECTION 1. AMENDING BYLAWS AND CONSTITUTION. Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. BY VOTING. The constitution and Bylaws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

Article VIII
Dissolution

SECTION 1. DISSOLUTION. The Club may be dissolved at any time by the written consent of not less than 2/3 of the 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 nor any proceeds thereof nor any assets of the Club shall be distributed to any member of the Club but after payment of the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

Article IX
Order of Business

SECTION 1. CLUB MEETINGS. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit shall be as follows:

Roll Call

Minutes of last meeting

Report of the President

Report of Secretary

Report of Treasurer

Report of Committees

Election of Officers and Board (at annual meeting)

Election of new members

Unfinished business

New business

Adjournment

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

Reading of minutes of last meeting

Report of Secretary

Report of Treasurer

Report of Committees

Election of new members

Unfinished business

New business

Adjournment

Article X
Parliamentary Authority

SECTION 1. 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 which they are not inconsistent with the bylaws and any other special rules of order the Club may adopt.