

BADGER GOLDEN RETRIEVER CLUB, INC.
Wisconsin

CONSTITUTION and BYLAWS

ARTICLE I: Name and Objectives

Section 1 The name of the club shall be the BADGER GOLDEN RETRIEVER CLUB, INC.

Section 2 The objectives of the club shall be:

- (a) To encourage the member to perfect, by selective breeding, sound Golden Retrievers and to do all possible to develop and promote their natural abilities and qualities, while still maintaining their exceptionally good dispositions;
- (b) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club, as the only standard of excellence by which Golden Retrievers shall be judged;
- (c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike conduct at dog shows, field trials, obedience trials, tracking tests, agility trials, hunting retriever tests, and other recognized competitions.
- (d) To conduct sanctioned and licensed events including specialty shows, field trials, obedience trials, tracking tests, agility trials, hunting retriever tests, and other recognized competitions under the rules of the American Kennel Club
- (e) To support and further the interests of the Golden Retriever Club of America, Inc.

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.

ARTICLE II: Membership

Section 1 Eligibility: there shall be two types of membership - voting and non-voting.

- (a) Voting members. There shall be two types of voting memberships - individual and family. Such memberships are open to persons age 18 or older, who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. A family membership shall be limited to two (2) adult voting members in a family.
- (b) Non-voting members. There shall be three types of non-voting memberships - associate, junior, and honorary. Associate memberships are available to persons age 18 or older. Associate members will receive the newsletter, but are not eligible to vote, hold office, or receive annual awards. Junior memberships are available to persons age 17 and younger. Junior members may not vote or hold office, but may receive annual awards. Honorary membership may be conferred upon anyone deemed to have rendered exceptional services to the Club. Such membership may be proposed by any member of the Board and shall be elected by an affirmative vote of 2/3 of the entire Board of Directors. Honorary members shall be exempt from the payment of dues. Honorary members are not eligible to vote, hold office, or receive annual awards. Any honorary member shall have the option of holding active membership with all the rights, privileges and duties thereof by payment of annual dues.
- (c) While membership is 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 -During the month of October of each year, the Board of Directors shall fix the amount of the annual 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 these 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 three members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the Membership Chairperson, as appointed by the Board of Directors. Applicants for membership must meet the requirement defined in Article V of the current Club policies. Favorable votes by 3/4 of the voting members present shall be required to elect an applicant.

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 when in debt to the Club. Dues become incurred on the first day of January of each year. Dues obligations are considered a debt to the Club.
- (b) By lapsing - a membership will be considered as lapsed and automatically terminated if such members dues remain unpaid 60 days after the first day of the calendar year; however, the Board may grant an additional 30 days grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any meeting whose dues are unpaid as of the date of that meeting.
- (c) By expulsion - a membership may be terminated by expulsion as provided in Article VII of these Constitution and Bylaws.

ARTICLE III - Meetings and Voting

Section 1 Club meetings - unless specifically approved by the Board of Directors, meetings of the Club shall be held in, or within fifty miles of Milwaukee County boundaries, at such place and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary, through the newsletter, at least ten (10) days and not more than twenty (20) days prior to the date of the meeting. The quorum for such meeting will be 20% of the voting members in good standing.

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 of Directors who are present at a meeting of the Board, or by the Secretary upon receipt of a petition signed by five voting members of the Club who are in good standing. Such meetings shall be held in, or within, fifty miles of Milwaukee County boundaries, at such place and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary at least ten (10) day s and not more than twenty (20) day prior to the date of the meeting and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the voting members in good standing.

Section 3 Board meetings - Meetings of the Board of Directors shall be held in, or within fifty miles of Milwaukee County boundaries, at such place and hour as may be designated by the Board of Directors. Written notice of such meetings shall be mailed by the Secretary to each member of the Board at least ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be the majority of the Board.

Section 4 Special Board Meetings - Special meetings of the Board of Directors may be called by the

President, or by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held in , or within fifty miles of Milwaukee County boundaries, at such place and hour 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 and not more than twenty (20) days prior to the date of the meeting, and no other business but that for which the meeting was called may be transacted. A quorum for such a meeting shall be a majority of the Board.

Section 5

Voting - Each member in good standing, except non-voting memberships, whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which (s)he is present with the exception of the Annual Meeting where dues are required to be paid by January 1st to entitle a member to vote at this meeting. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE IV - Directors and Officers

Section 1

Board of Directors - The Board shall be comprised of the President, Vice-president, Secretary, Treasurer and four (4) elected members 1 representing conformation, 1 representing obedience and performance events, 1 representing field events, and 1 at-large). They shall be elected at the Club's Annual Meeting as provided in Article V and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors. Directors shall be present at all regular Club meetings and Board meetings. Failure to attend two (2) such successive meetings without giving satisfactory reasons to the Board of Directors, shall become cause for suspension as a Director.

Section 2

Officers - The Club's officers, consisting of the President, Vice-president, Secretary and Treasurer shall serve in their respective positions both with regard to the Club and its meetings and the Board and its meetings. The officers shall be elected to one year terms of office.

- (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 specified in these Constitution and 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 the Board of Directors and of all matters of which a record shall be ordered by the Club. (S)he 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 with their addresses, and carry out such other duties as are prescribed in the bylaws.
- (d) The Treasurer - shall collect and receive all monies due or belonging to the Club. (S)he shall deposit the same in a bank satisfactory to the Board, in the name of the Club. The books shall at all times be open to inspection of the Board and (s)he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. At the Annual Meeting (s)he shall render an account of all monies received and expended during the previous fiscal year.

The Club's books will be audited annually in the month of February, by an Auditing Committee appointed by the Board of Directors, and the Treasurer will be bonded in the amount determined by the Board of Directors.

Section 3

Vacancies - Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of all the then remaining members of the Board at its first regular meeting following the creation of such vacancy.

Section 4 Eligibility for Board of Directors - no person may be elected to the Board of Directors who has not been a voting member of the Badger Golden Retriever Club, Inc. for at least one (1) full year. Only one (1) person from an individual household may be nominated to or serve at any one time on the Board of Directors.

ARTICLE V - The Club Year, Annual Meeting, Elections

Section 1 The Club's Official Year - shall be from the end of one Annual Meeting to the end of the following Annual Meeting. The Club's **Fiscal** year shall begin on the 1st day of January and end on the 31st day of December.

Section 2 Annual Meeting - The annual meeting shall be held in the month of January or February each year at such place and hour as may be designated by the Board of Directors. At this meeting the Directors and Officers for the ensuing year shall be elected by secret, written 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 to his/her successor in office all properties and records relating to that office within thirty (30) days after the election.

Section 3 Elections - the nominated candidates for the positions of officers and the Board receiving the greatest number of votes, from among those authenticated mail ballots received by the Secretary prior to the time scheduled for the annual election meeting, shall be declared elected.

Section 4 Nominations - no person may be a candidate in the Club election who has not been nominated. During the month of October, the Board shall select a nominating committee consisting of three members, not more than one of whom shall be a member of the Board of Directors. The Board shall name a Chairman for the Committee and it shall be his duty to call a committee meeting which shall be held on or before November 1st.

- (a) The committee shall nominate one candidate for each vacant position 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 November 15th notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made up to and including December 15th to the Secretary in writing, providing that the proposer shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate. No person may be a candidate for more than one position and the additional nominations which are provided for herein may be made only from those members who have not accepted a nomination from the Nominating Committee.
- (d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

ARTICLE VI - Committee Appointments

Section 1 The Board may each year appoint standing committees to advance the work of the Club in matters such as shows, field trials, obedience trials, tracking tests, agility trials, hunting retriever tests, and other recognized events, trophies, membership, and other areas which may well be served by committee. The Board will name a committee chairman at the time the committee is appointed. 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 Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VII - Discipline

Section 1 American Kennel Club Suspension - any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the 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 or the breed. 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 a board meetings, 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 for a hearing by the Board not less than three weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if (s)he wishes.

Section 3 Board Meetings - 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 some cases, the suspension shall not restrict the defendants right to appear before his/her fellow members at the ensuing Club meeting which considers the Board's recommendations. Immediately after the Board has reached a decision, its findings shall be put in writing and filed with the Secretary. The Secretary shall in turn, 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 recommendations as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meting 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/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations and shall invite the defendant, if present, to speak in his/her own behalf if (s)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 VIII - Amendments

Section 1 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 twenty percent (20%) of the voting 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 the recommendations of the Board, by the Secretary for a vote within three months fo the date when the petition was received by the Secretary.

Section 2 The Constitution and Bylaws may be amended by a 2/3 vote of the voting members present and

voting at any regular or special meeting called for the 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 IX - Dissolution

Section 1

Dissolution - The Club may be dissolved at any time by the written consent of not less than 2/3 of the voting members in good standing. In the event of the dissolution of the club, 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 members 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 X - Order of Business

Section 1

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

- Roll Call
- Minutes of last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Election of Officers & Board (Annual Meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

Section 2

At meetings of the Board, 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
- Report of the Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment

ARTICLE XI - 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 these bylaws and any other special rules of order the club may adopt.