

Tarheel Golden Retriever Club

Constitution and Bylaws

Constitution

These bylaws are subject to and governed by the State of North Carolina Not-For-Profit Corporation Laws and the Articles of Incorporation of the Tarheel Golden Retriever club. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the North Carolina State Not-For-Profit Corporation Laws, the North Carolina State Not-For-Profit Corporation Act will be controlling.

Article I – Name & Objects

Section 1.

The name of the club shall be Tarheel Golden Retriever club, hereinafter referred to as the Club.

Section 2.

The objects of the club shall be:

- (a) to encourage and promote quality in the breeding of purebred 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 as the only standard of excellence by which the Golden Retriever shall be judged.
- (c) to do all in its power to protect and advance the interests of the breed by advocating responsible ownership and breeding of Golden Retrievers and encouraging sportsmanlike competition at:
 - dog shows
 - obedience trials
 - tracking tests
 - agility trials
 - field trials
 - hunting tests
- (d) to conduct sanctioned matches,
 - dog shows
 - obedience trials
 - tracking tests
 - agility trials
 - field trials
 - hunting tests
 - and any other event for which the club is eligible under the Rules and Regulations of the American Kennel Club or the Golden Retriever Club of America (GRCA).
- (e) to encourage and support member participation in American Kennel Club and GRCA events.
- (f) to provide education to members and the public regarding the breed, including care and training.

Section 3.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the bylaws.

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.

Bylaws

Article I – Membership

Section 1. Eligibility.

Membership in this club shall be in one of five classes: Regular/Individual, Household, Associate, Junior or Honorary. For all membership types (with the exception of Junior membership) any person, 18 years or older, who are in good standing with The American Kennel Club and subscribe to the purposes of this club, shall be eligible for membership.

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.

- (a) Regular (Individual) – Enjoys all club privileges including the right to vote and hold office.
- (b) Household – Two (2) adult members residing in the same household, each eligible to vote and hold office.
- (c) Associate – Entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club’s area; also offered to individuals who live in the club’s area but are not active).
- (d) Junior – Open to children 9-17 years of age; a non-voting/non office holding membership which may automatically convert to regular membership at age 18.
- (e) Honorary – An individual who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues, hold no office and are not eligible to vote, but can maintain regular (or household) membership if they pay dues.

Section 2. Dues.

Membership dues shall not exceed \$50.00 per year, payable on or before the 1st day of July of each year. No member may vote whose dues are not paid for the Financial/Fiscal year. During the month of May the Treasurer shall send to each member a statement of dues for the ensuing Financial/Fiscal year. Any checks returned by the bank will be subject to a \$30.00 return fee.

Section 3. Election to Membership.

Each applicant for membership shall apply on a form as approved by the Board of Directors (“Board” or “the Board”) and which shall provide that the applicant agrees to abide by the constitution and bylaws and the rules and regulations of the American Kennel Club and the Golden Retriever Club of America Code

of Ethics. Accompanying the application, the prospective member shall submit dues payment for the Financial/Fiscal year.

All applications for membership shall be filed with the Secretary. Members shall be given a minimum of ten (10) days to review the applications prior to the next general member club meeting. Each membership application shall be voted upon by secret ballot at the next meeting of the club. An affirmative vote of at least 2/3 of the members present and voting shall be required to elect the applicant.

Applicants for membership who have been rejected by the club can reapply six (6) months after the date of the 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. 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 31. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.

(b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the new Financial/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) By expulsion. A membership 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 may be held each month [or as frequently as is necessary] with a minimum of six (6) per year, by methods [in accordance with State Law – such as electronic, virtual, teleconference or methods as may be developed] or, in a location determined by the Board if meetings are to be held in person as may be designated by the Board. Written notice of such meetings shall be sent [as required by State Law such as via USPS and/or via email] by the Secretary or such other person as may be designated by the Board at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be ten (10) percent of the members in good standing. Non-voting members do not count towards the determination of a quorum.

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 may also be called by the Secretary upon receipt of a petition signed by five (5) members of the club who are in good standing. Such special meetings shall be held by methods such as electronic, virtual, teleconference or methods as may be developed designated by the person or persons authorized herein to call such meetings.

Written notice of such a meeting shall be sent via email 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, and no other club business may be transacted thereat. The quorum for such a meeting shall be

ten (10) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

Section 3. Board Meetings.

Meetings of the Board may be held each month, with a minimum of six (6) times each year by methods such as electronic, virtual, teleconference or methods as may be developed as designated by the board. Written notice of each such meeting shall be sent via email at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. Non-voting members do not count towards the determination of a quorum.

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 (3) members of the Board.

Such special meetings shall be held by methods such as electronic, virtual, teleconference or methods as may be developed or in [insert AKC designated territory] if held in-person designated by the person authorized herein to call such a meeting.

Written notice of such a meeting shall be sent via email 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. The quorum for such a meeting shall be a majority of the Board. Non-voting members do not count towards the determination of a quorum.

Any action required or permitted to be taken by the Board as the subject of a special board meeting may be taken without a formal meeting of the Board 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. If action on such a basis is necessary in an emergency, it must be ratified at the next meeting of the Board in order to become an official act of the Board.

Section 5. Voting.

Each member in good standing including up to two (2) persons in a household membership whose dues are paid for the Financial/Fiscal 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 III – Directors and Officers

Section 1. Board of Directors.

The Board shall be comprised of the officers and five (5) other persons, all of whom shall be members in good standing and all of whom shall be elected for two (2)-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.

(a) **Terms.** In an even numbered year, the President and Vice President, and three board members shall be elected for two-year terms. In an odd numbered year, the Secretary and Treasurer, and two board members shall be elected for two-year terms. An out-going President will be offered a nomination to the Board. Should the out-going President accept that nomination, he/she would stand for election along with the other nominees for Board positions.

Section 2. 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 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 the bylaws. The President is entitled to vote on all matters on which the club and its Board 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 may vote, including when acting as President.

(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 the Board of their election to office, keep a roll of the members of the club and their addresses, which shall be made available to any member in good standing, once every club year, and carry out such other duties as are prescribed in these bylaws. Certain responsibilities of the membership process and communications with new members may be assigned to others as deemed appropriate by the Board.

(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 in the name of the club. The books shall be at all times open to inspection by the Board and a report shall be given at every meeting of the club and of the Board 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. Any member of the Board may request an annual internal audit of club financial reports, which will be conducted by an independent firm. The club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.

Section 3. Vacancies.

Any vacancies occurring on the Board or among the offices during the year shall be filled until the next election by a majority vote of the 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's Financial/Fiscal Year, Annual Meeting, Elections, Official Year

Section 1. The Financial/Fiscal Year.

The Financial/Fiscal year shall begin on the first day of July 1 and end on the last day of June.

Section 2. Annual Meeting.

The annual meeting shall be held in the month of October, at which officers and members of the Board 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 to the successor in office all properties and records relating to that office within thirty (30) days after the election.

Section 3. Nominations.

No person may be a candidate in a club election who has not been nominated. During the month of July, the board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the board. The Secretary shall immediately notify the committee persons and alternates of their selection. The board shall name a chair for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before August 1. The meeting may, at the discretion of the chair, be held in person, telephonically or via electronic communication.

(a) The committee shall nominate one candidate for each office and positions on the Board and, shall procure the acceptance of each nominee so chosen and shall immediately report their nominations to the Secretary in writing.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before the September meeting, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the September meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.

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

Section 4. Elections.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The five (5) nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected. If no valid additional nominations are received on or before the close of the September meeting, the Nominating Committee's slate shall be declared elected and no balloting will be required. Any uncontested position should be automatically elected. In the event of 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 at the annual meeting. The Elections Committee will oversee the run-off election. The candidate receiving the greatest number of votes in a runoff election shall be declared elected and shall take office immediately.

Section 5. Club's Official Year.

The club's Official Year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

Article V – Committees

Section 1.

The Board 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. Special committees may also be appointed by the Board to assist with 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. The Board may appoint successors to those persons whose services have been terminated.

Article VI – Discipline

Section 1. American Kennel Club Suspension.

Any member of this club who is suspended from any of the privileges of the American Kennel Club shall be suspended from the privileges of this club for a like period. American Kennel Club suspensions are published on the Secretary's page of the *AKC Gazette*.

Section 2. Charges.

Any individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club or the Golden Retriever breed. Written notarized charges containing specific facts signed under oath must be filed in duplicate with the Secretary together with a deposit of twenty-five dollars (\$25.00), which shall be forfeited if such charges are not sustained or entertained by the Board. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a meeting of the Board. 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 (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges to the accused member by certified mail return receipt requested, or other form of receipt or acknowledged delivery and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer.

Section 3. Board Hearing.

The Board shall have 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, issue a written 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 deems that punishment insufficient it may also recommend to the club membership that the penalty be 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 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'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 hearing of the Board 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 on one's 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, and shall invite the defendant, if present, to speak on his/her own behalf if he/she wishes. The 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 suspension shall stand.

Article VII – Amendments

Section 1.

Amendments to the Constitution and bylaws may be proposed by the Board or by written petition addressed to the Secretary signed by twenty (20) percent of the membership in good standing. Amendments proposed by such a petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date on which the petition was received by the Secretary.

Section 2.

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

No amendment to the constitution bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

Article VIII – Dissolution

Section 1.

The club may be dissolved at any time by the written consent of not less than two-thirds (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 or any proceeds thereof nor any assets of the club shall be distributed to any members 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 shall select the organization(s).

Article IX – Order of Business

Section 1.

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/Brags

Adjournment

Section 2.

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/Brag

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

Revised 6.5.10

Revised 3.22.14

Revised 09.29.2021 **Effective Date: December 8, 2021**