

Constitution and By-Laws of the Bryan-College Station Retriever Club

Revised April 2012

Article I Name and Objects

SECTION 1. The name of the Club shall be the **Bryan-College Station Retriever Club**

SECTION 2. The objects of the Club shall be:

- a. To encourage and promote quality in the breeding of purebred retrievers and to do all possible to bring their natural qualities to perfection.
- b. To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials, fields trials, and hunting tests.
- c. To conduct sanctioned and licensed hunting tests under the rules of the American Kennel Club and United Kennel Club.

SECTION 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues or donations to the Club shall inure to the benefits of any member as an individual outside of sanctioned Club benefits.

SECTION 4. The members of the Club shall adopt and may, from time to time, revise these
By-Laws as may be required to carry out these objectives.

Article II Membership

SECTION 1. **Eligibility.** There shall be two types of memberships (individual or family) open to all persons eighteen years of age and older who are in good standing with all nationally recognized kennel clubs, 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 be recommended by the Board of Directors and voted on by the general membership. If any changes in dues are deemed necessary by

the Board of Directors, the general membership will be notified at least 2 weeks before the next meeting for a discussion and vote.

The two categories of membership are individual and family defined as a maximum of two adults, 18 or older residing at the same address and minors under their guardianship payable on or before the first day of January of each year. Dues shall be pro-rated if a member joins after July 1 of the year. No member may vote whose dues are not current for the current membership year. The Secretary shall ensure that members are given sufficient reminders that dues are due, and maintain the official list of paid and current members.

SECTION 3. Election of Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors which shall provide that the applicant agrees to abide by these Constitution and By-Laws. The application shall state the name and address of the applicant and it shall carry the endorsement of one member. Accompanying the application, the prospective member(s) shall submit dues payment for the current membership year. The rules regulating use of the Club's Leased Training Grounds will be attached to the membership application, and must be signed and returned with the membership application.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. Then at the following Club meeting, the application will be voted upon and affirmative votes of 2/3 of the members present and voting at that meeting shall be required to elect the applicant into the Club.

An applicant elected into the Club and subsequently Club members whose dues are paid and current, and who are in good standing with all nationally recognized kennel clubs shall be declared to be a "member in good standing".

Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

SECTION 4. Qualifying Members. Members in good standing shall be eligible to serve as Club Officers or on the Board of Directors after having been a member for one calendar year from the date of officer elections.

SECTION 5. Lifetime Membership. The Board of Directors shall meet before the annual meeting as defined in Article V, Section 2 to review current and paid members for the possibility of advancement to lifetime membership. Minimum qualifying requirements are:

- a. be a current member in good standing, as defined in Section 3 of this Article, who has been a member in good standing for 10 or more consecutive membership years
- b. have significantly contributed through out those consecutive years to the benefit of the Club by routinely participating in Club events, held office, or similarly contributed of their time to the benefit of the club.

The Board of Directors may then vote on members meeting the above criteria. A unanimous vote of the Board of Directors shall be required to grant lifetime membership. Lifetime members will be announced and shall receive a plaque noting their advancement to lifetime membership at the annual meeting. Payment of dues for lifetime members shall be waived. Lifetime members shall continue to be obligated to these Constitution and By-Laws.

SECTION 6. 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 refund of dues shall be made and any debt to the Club must be paid.
- b. **by lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the membership year.
- c. **by expulsion.** A membership may be terminated by expulsion as provided in Article VII of these By-Laws.

ARTICLE III

Meetings and Voting

SECTION 1. Club Meeting. Meetings of the Club shall be held in (or within 25 miles of) the cities of Bryan-College Station, Texas on the third Tuesday of each month, at such hour and place as may be designated by the Board of Directors. Notice of each such meeting shall be given (by regular U.S. Mail, e-mail, fax, telephone, or other available means) by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be twenty percent of the 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 and voting at any regular or special meeting of the Board of Directors. Such meetings shall be held in (or within 25 miles of) the cities of Bryan-College Station, Texas, at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Notice of such meetings shall be given (by regular U.S. Mail, e-mail, fax, telephone, or other available means) by the Secretary at least 5 days prior to the date of the meeting, and said notice shall state the purpose of the meeting. The quorum for such meetings shall be twenty percent of the members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held in (or within 25 miles of) the cities of Bryan-College Station, Texas on the third Tuesday of

each odd numbered month of the calendar year, at such hour and place as may be designated by the Board of Directors. If the designated date falls on a holiday the Board of Directors may elect to have the meeting date changed at the Board of Directors previous meeting. Notice of each such meeting shall be given (by U.S. Mail, e-mail, fax, telephone, or other available means) by the Secretary at least 5 days prior to the date of the meeting. The quorum for such meeting shall be a majority of the Board of Directors.

SECTION 4. Special Board Meetings. Special Club meetings may be called by the President, or shall be called by the Secretary upon request by a member of the Board of Directors. Such meetings shall be held in (or within 25 miles of) the cities of Bryan-College Station, Texas, at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Notice of such meetings shall be given (by U.S. Mail, e-mail, fax, telephone, or other available means) by the Secretary at least 5 days prior to the date of the meeting, and said notice shall state the purpose of the meeting. The quorum for such a meeting shall be a majority of the Board of Directors.

SECTION 5. Voting. Each member in good standing whose dues are paid for the current membership year shall be entitled to one vote at any meeting of the Club at which he or she is present. A family membership entitles that family to no more than 2 votes per membership. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE IV

Directors and Officers

SECTION 1. Board of Directors. The Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer, and five (5) other persons, all of whom shall minimally be Qualifying members in good standing, all of whom shall be elected for a one-year term at the Club's annual meeting as provided in Article V, Section 2, 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 of Directors and its meetings. Only Qualifying Members shall be eligible to be Officers in the Club. However, two members of the same family cannot both serve simultaneously as Officers. For purposes of this Section, the word "family" shall include a spouse, a sibling, a parent, or a child whether natural or adopted.

- 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 by these By-Laws.
- 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 of

- Directors and of all matters of which the Club shall order a record. He/she shall have charge of the Club 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 By-Laws.
- d. The Treasurer shall collect and receive all money due or belonging to the Club. He/she shall deposit the same in a bank designated by the Board of Directors in the name of the Club. The books shall at all times be open to inspection by the Board of Directors. At each Club meeting he/she shall provide a written summary report of the condition of the Club's finances. At each Board meeting he/she shall provide a written report of the condition of the Club's finances including each item of receipt or payment not previously reported. At the Annual meeting he/she shall provide a written line item report of all money received and expended during the previous election year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.
 - e. The offices of Secretary and Treasurer may be held by the same person, in which case the Board of Directors shall be comprised of the officers and six (6) other members.

ARTICLE V

The Club Year, Annual Meeting, Elections

SECTION 1. Club Year. The Club's "election year" shall begin immediately following the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting. The Club's "membership year" shall be the calendar year.

SECTION 2. Annual Meeting. The annual meeting shall be held in the month of April or May, at which the Board of Directors for the ensuing election year shall be elected from among those nominated in accordance with Section 4 of this Article. If there is more than one nominee for any Officer position, or more than 5 nominees for the other Directors positions, election shall be by secret, written ballot. Election may be by show of hands or acclamation if there is only one nominee for each position.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each Officer shall be declared elected. The five (5) nominated candidates for the other Directors positions receiving 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 month of March, the Board of Directors shall select a Nominating Committee consisting of three Qualifying Members and two alternate Qualifying Members, and not more than one of each group shall be a member of the

Board of Directors. The Secretary shall immediately notify the committee and alternates of their selection. The Board of Directors shall name a Chairman for the Committee and it shall be his/her duty to call a committee meeting on or before April 1.

The committee shall nominate *at least* one candidate for each Officer, and *at least* five (5) candidates for the five (5) other Director positions or at least six (6) candidates for the other Director positions if needed as allowed and defined in Article IV, Section 2e. After securing the consent of each person so nominated, the committee Chairman shall immediately report in written form their nominations to the Secretary.

- a. Upon receipt of the Nominating Committee's report, the Secretary shall, at least two (2) weeks before the Annual Meeting, notify each member (by U.S. Mail, e-mail, fax, telephone, or other available means) of the candidates so nominated.
- b. Additional nominations may be made as prescribed in these By-Laws at the Annual Meeting by any member in good standing in attendance, provided that the person so nominated does not decline when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his/her 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.

ARTICLE VI

Committees

SECTION 1. The Board of Directors may appoint standing committees to advance the work of the Club in such matters as hunting tests, trophies, annual prizes, membership, and other areas which may be well served by committees. Committees may also be appointed by the Board of Directors to aid on particular projects.

SECTION 2. Any committee appointment may be terminated by a majority vote of the Board of Directors. Written notice of the termination shall be provided to the appointee. The Board of Directors may appoint successors to those persons whose services have been terminated.

ARTICLE VII

Discipline

SECTION 1. **National Kennel Club Suspension.** Any member who is suspended from the privileges of any nationally recognized kennel club, including but not limited to the American Kennel Club, the United Kennel Club, and the North American Hunting Retriever Association, automatically shall be suspended from this Club and its privileges 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(s). Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10 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 the Board of Directors meeting, and 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 that would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board of Directors entertains jurisdiction of the charges it shall fix a date of a hearing by the Board of Directors not less than 3 weeks or more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered U.S. Mail together with a notice of the hearing and an assurance that the accused may personally appear in his/her own defense and bring witnesses if desired. Note: If the charges involve a member of the Board of Directors, that member shall not serve in any capacity as a member of the Board of Directors in the matters involving the charges and/or disciplinary action.

SECTION 3. 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 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 suspensions shall not restrict the defendant's right to appear before his/her fellow members at the ensuing Club meeting which considers the Board of Directors recommendation. Immediately after the Board of Directors has reached a decision, its finding 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 4. Expulsion. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board of Directors hearing and upon the Board of Directors 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 of Directors 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 of Directors findings and recommendations 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 written 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 of Directors suspension shall stand.

ARTICLE VIII

Amendments

SECTION 1. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors, or by written petition addressed to the Secretary signed by twenty percent of the membership in good standing, or by written petition addressed to the Secretary signed by twenty-five percent of the Qualifying Members as defined in Amendment 1. 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 months of the date when the petition was received by the Secretary.

SECTION 2. The Constitution and By-Laws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided that the notice of the regular or special meeting states the purpose of the meeting and each member has been sent a copy of the proposed amendments (by U.S. Mail, e-mail, fax, or other available means) 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 members. 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 members of the Club, but after payment of the debts of the Club, its property and assets shall be given to a charitable organization selected by the Board of Directors for the benefit of dogs.

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 meeting may permit, shall be as follows:

- Roll Call
- Reading of minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees

Election of Officers and Board of Directors (at annual meeting)
Election of New Members
Unfinished Business
New Business
Adjournment

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

Reading of minutes of the last meeting
Report of the Secretary
Report of the Treasurer
Report of Committees
Unfinished Business
New business
Adjournment

AMENDMENTS