

SOUTHERN BERKSHIRE GOLDEN RETRIEVER CLUB CONSTITUTION

ARTICLE I

Name and Objects

SECTION 1. The name of the Club shall be The Southern Berkshire Golden Retriever Club, Inc.

SECTION 2. The objectives of the Club shall be:

- (a) to stimulate interest in the training of Golden Retrievers for Hunting and for competition in Hunting Tests, Field Trials, Obedience Trials, Agility Trials, Tracking Tests, and Dog Shows;
- (b) to encourage and promote quality in the breeding of purebred Golden Retrievers and to do all possible to bring their natural qualities to perfection;
- (c) to urge members and breeders to accept the standard of the breed as approved by the American Kennel Club;
- (d) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike conduct at Hunting Tests, Field Trials, Obedience Trials, Tracking Tests, Dog shows, and Agility Trials;
- (e) to encourage the conservation of wildlife through the use of properly trained Retrievers; and
- (f) to conduct Licensed Hunting Tests, Sanctioned and Licensed Specialty Shows, Obedience Trials, and Agility Trials under the rules of the American Kennel Club, and Working Certificate and Working Certificate Excellent Tests under the rules of the Golden Retriever Club of America.

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 objectives.

BYLAWS

ARTICLE I

Membership

SECTION 1. Eligibility.

Membership in this Club shall be in one of two classes: Active or Honorary. Active members may be individual or family (two or more persons residing in the same household). Each active member, including up to two (2) persons in a family membership, is entitled to one vote. Any person, 18 years of age or older, who is in good standing with the American Kennel Club and who subscribes to the objectives of this Club shall be eligible for membership. Family members under 18 years of age may be a part of a family membership but may not vote or hold office.

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.

The annual dues shall be determined by the Board of Directors and shall not exceed \$25 per year. The Board of Directors shall advise the Treasurer of any change in the amount of dues by the first of December. The annual dues are payable on or before January 1 of each year. During the month of November, the Treasurer shall send each member a statement of dues for the following year. No member may vote whose dues are not paid for the current year. Members elected into the Club after September 1 shall not be required to pay dues for the following 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 this constitution and bylaws and the rules of the American Kennel Club. The application shall state the name and address of the applicant and it shall carry the endorsement of one member who is in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

Applicants may be elected at any meeting of the Board of Directors, and each application shall be voted upon at the first such meeting to occur after the filing of the application with the Secretary. Favorable votes of all but one of the Directors present at a meeting of the Board shall be required to elect an applicant. Any application that has received unfavorable action at the Board meeting may be presented by the applicant's endorser at the next meeting of the Club and the Club may elect such applicant by the affirmative vote of two-thirds of the members present and voting by secret ballot. Otherwise, no applicant who has been rejected at any meeting may again be considered at any meeting held within twelve months after the date of the last such rejection.

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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 obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board of Directors may grant an additional 90 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.

The Club shall hold at least six meetings each year within the Greater Hartford, Connecticut area at such hour, date and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least 10 days before the date of the meeting. The quorum for such meeting shall be 20% of the members in good standing.

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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, or 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 Hartford, Connecticut area at such hour, date and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed by the Secretary at least five (5) days and not more than 15 days before the date of the meeting; and the 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 20% of the members in good standing.

SECTION 3. Board Meetings.

Meetings of the Board of Directors shall be held at least six times each year within the Greater Hartford, Connecticut area at such hour, date and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary 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 4. Special Board Meetings.

Special Board 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 two (2) members of the Board. Such special meetings shall be held within the Greater Hartford, Connecticut area at such hour, date and place as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be mailed by the Secretary at least five (5) days and not more than ten (10) days before 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.

Section 5. Voting.

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

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ARTICLE III

Directors and Officers

SECTION 1. Board of Directors.

The Board of Directors shall be comprised of the President, Vice President, Secretary, Treasurer, and four other persons representing the diverse objectives of the Club, 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. 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.

- (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 this constitution and bylaws. The President is entitled to vote on all matters on which the Club may vote.
- (b) The Vice-President shall have the powers and exercise the duties of the President in case of the President's absence. The Vice-President is entitled to vote on all matters on which the Club 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 with their addresses and carry out such other duties as are prescribed in these bylaws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club and receipt therefore and shall deposit the same in a bank satisfactory to the Board of Directors, in the name of the Club. The Club's books shall at all times be open to inspection of the Board and the Treasurer shall report to them at every meeting the condition of the Club's finances and every item or receipt or payment not before reported; and, at the annual meeting, shall render an account of all moneys received and expended during the previous fiscal year.

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SECTION 3. Vacancies.

Any vacancies occurring on the Board of Directors or among the offices 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, 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 at 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 March at which directors and officers for the following year shall be elected by secret written ballot from among those nominated in accordance with Section 4 of this Article. They shall take each office immediately upon 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 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 of Directors 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 month of November, the Board of Directors 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 members and alternates of their selection. The Board shall name a Chairperson for the Committee and it shall be the Chairperson's duty to call a Committee meeting which shall be held within two (2) weeks after the Committee is notified of its selection.

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- (a) The Committee shall nominate one candidate for each office and position on the Board of Directors 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 notify each member in writing, at least two weeks before the January meeting, of the candidates so nominated.
- (c) Additional nominations may be made at the January 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.

SECTION 1. Nominations shall not be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE V

Committees

SECTION 1. Appointment.

The Board of Directors may each year appoint standing committees to advance the work of the Club. These 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.

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; 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 the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

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SECTION 2. Charges.

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50 that 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 or present them at a 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 or the breed. If the Board of Directors considers that the charges do not allege conduct that would be prejudicial to the best interests of the Club or the breed, 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 not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with the 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 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 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. 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 fellow members at the 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 party of the Board's decision and penalty, if any.

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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/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds 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. Proposal of Amendments.

Amendments to this Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments proposed by such petitions shall be promptly considered by the Board of Directors and shall 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. Adoption of Amendments.

This Constitution and Bylaws may be amended by a two-thirds vote of the 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 (2) weeks before the date of the meeting.

ARTICLE VIII

Dissolution

The Club may be dissolved at any time by the written consent of not less than two-thirds of the members. In the event of dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property, proceeds or assets of the Club, shall be distributed to any of the members of the Club. 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.

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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
- Reading of Minutes of Last Meeting
- Report of Board
- Report of President
- Report of Secretary
- Report of 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. Board Meetings.

At meetings of the Board of Directors, 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

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: March 1974, March 1992; Retyped January 12, 1994 (MAB)

Revised: November 5, 1994 (MAB); Revised: October 1, 1995 (MAB), 12/27/04

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