

**CHESAPEAKE GOLDEN RETRIEVER CLUB, INC.
CONSTITUTION AND BYLAWS**

ARTICLE I

NAME AND OBJECTIVES

- Section 1. NAME** - The name of the Club shall be the Chesapeake Golden Retriever Club Inc. (CGRC) hereinafter referred to as the Club.
- Section 2. OBJECTIVES** - The Objectives of the Club shall be:
- a)** To encourage the members to perfect, by selective breeding, Golden Retrievers that possess the soundness, temperament, natural ability and personality that is reflected in the American Kennel Club (AKC) standard of the breed, and to do all possible to advance and promote the perfection of these qualities;
 - b)** to urge members and breeders to accept the standard of the breed as approved by The AKC 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, obedience trials, tracking tests, agility and field trials and all club sponsored functions;
 - d)** to conduct sanctioned matches and/or licensed specialty shows, obedience trials and tracking tests, field and agility trials under the rules and regulations of the AKC;
 - e)** to be representative of the Golden Retriever breeders, exhibitors and owners in it's immediate area and to educate and assist in promoting responsible dog ownership by providing educational programs, breed information, and guidance.
- Section 3. NON-PROFIT STATUS** - The Club shall not be conducted or operated for profit, and no part of any assets or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.
- Section 4. AMENDMENTS** - 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.

ARTICLE II - MEMBERSHIPS

Section 1. ELIGIBILITY - There shall be (4) types of membership:

(a) Individual; (b) Family, (c) Junior (any individual under eighteen (18) years of age); and (d) Associate. All persons shall be in good standing with the AKC and The Golden Retriever Club of America (GRCA) and who subscribe to the purposes of this Club:

1. **INDIVIDUAL** - Enjoys privileges of the Club, including voting and holding office.
2. **FAMILY** - Enjoys privileges of the Club, including voting and holding office. Limited to two adults, residing in the same household. Each person shall have a separate vote. (See also Article II, Section 4.)
3. **JUNIOR** - The Junior member may not vote nor hold office; may automatically convert to Individual or Family Membership upon reaching their 18th birthday. All other privileges of the Club are available to Junior Members.
4. **ASSOCIATE** - The Associate member may neither vote nor hold office and will pay a reduced membership fee. All other privileges of the Club are available to the Associate Member.

Section 2. DUES.

The Board of Directors shall set membership dues. The amount not to exceed \$30.00 per year for Family Memberships, \$20.00 per year for Individual Memberships, and \$10.00 for Junior Membership, \$15.00 for Associate Membership, payable on or before the first day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November the Treasurer shall send to each member a statement of his 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 and regulations of the AKC and the GRCA. The application shall state the name, and address, of the applicant, and it shall carry the endorsement of two members in good standing with the Club. The Club Code of Ethics is attached and by signing the membership application the prospective member agrees to abide by the Code of Ethics.

Accompanying the application, the prospective member shall submit dues payment for the current year. To upgrade from Individual Membership to Family Membership or from Junior Membership to Individual or Family Membership, the proposed applicant will be required to fill out an Update Membership Application. The purpose of this is to maintain updated membership status records.

All applications are to be filed with the Membership Chairperson and each application is to be read at the first meeting of the Club following its receipt. At the next general meeting of the Club, the application will be voted upon by secret ballot. An affirmative vote of not less than 2/3rds of the members present and voting by secret ballot shall be required to elect the applicant. The voting occurs in the proposed applicant's absence. The Membership Chairperson will send out a Welcome Packet to all new Club members. The Membership Chairperson shall maintain all documents pertaining to Club Membership and publish a Membership Directory yearly to all members.

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

Section 4. TERMINATION OF MEMBERSHIP.

Membership may be terminated as follows:

a) BY RESIGNATION - Any member in good standing may resign from the Club upon written notice to the Treasurer; one member of a Family Membership may not resign. Both members must resign the Family Membership and if one person wishes to remain a member, they may convert to Individual Status on the Update Membership Application. No member may resign when in debt to the Club. Dues obligations are considered a debt to the Club, and they become due and payable on the first (1st) day of January of each year.

b) BY LAPSING - Membership shall lapse if dues remain unpaid as of March 1st; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases.

c) BY EXPULSION - A membership may be terminated by expulsion as provided in Article VI, Section 4 of these bylaws.

ARTICLE III - MEETINGS AND VOTING

Section 1. CLUB MEETINGS.

Meetings of the General Membership shall be held at least 6 times a year within the Cecil County, MD and Delaware, north of the C & D Canal areas, at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Corresponding Secretary or included in the By-Monthly Newsletter at least 10 days prior to the date of the meeting. If included in the Newsletter, the information shall be clearly indicated on the front page and the newsletter shall be sent via first class mail.

The quorum for such meetings shall be 20% 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; who are present and voting at any regular or special meeting of the Board or by the Corresponding Secretary upon receipt of a petition signed by five members of the Club who are in good standing.

Such Special Club meetings shall be held at such time and place as may be designated by the person or persons authorized herein to call such meetings.

Notice of such meetings shall be conveyed in writing by the Corresponding Secretary or included in the By-Monthly newsletter at least 5 days prior to the date of the meeting. If such notice is sent via the club newsletter it will be clearly indicated on the front page, and the newsletter shall be sent via First Class Mail at the direction of the Corresponding Secretary. The notice of a special meeting shall state the purpose of the meeting and that no other business may be transacted thereat.

The quorum at all regular and special club meetings of the club shall be 20% of the members in good standing.

Section 3. BOARD MEETINGS.

Meetings of the board of directors shall be held every other month, at such hour and place as may be designated by the board. Written notice of each such meeting shall be mailed by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board. Board meetings shall be open to all club members, and non-board members may attend any board meeting. If any business scheduled for discussion is of a sensitive or confidential nature

the board may call for an executive session for that portion of the meeting.

Section 4. SPECIAL BOARD MEETINGS.

Special meetings of the Board may be called by the President; or by the Corresponding Secretary upon written request signed by at least three members of the Board.

Such special meetings shall be at such hour and place as may be designated by the board or by the person designated herein to call such a meeting.

Notice of such meeting shall be written and mailed via First Class Mail by the Corresponding Secretary at least 5 days, and not more than 15 days, before the date of such meeting. Any notice shall state the purpose of such meeting and no other Club business shall be transacted thereat.

A quorum for such a meeting shall be the 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/she is present. Proxy voting or absentee balloting will not be permitted at any Club meeting or election. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of the meeting.

ARTICLE IV - DIRECTORS AND OFFICERS

Section 1. BOARD OF DIRECTORS.

The Board shall be comprised of the officers (President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer), and three (3) Board Members, all of whom must be members in good standing with the club and should be members of GRCA. All officers shall be elected for one-year (1) terms at the Club Annual Meeting as provided in Article IV and shall serve until their successors are elected. Directors shall be elected to two-year (2) terms, two one (1) year and one (1) the next. General management of the Club affairs shall be entrusted to the Board of Directors. All Board of Directors shall participate in at least one committee.

Section 2. OFFICERS.

The officers of the Club shall consist of the President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer; and 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 and those of GRCA.

- b) The **Vice President** shall have the duties and shall exercise the powers of the President in case of the President's death, absence, or incapacity and other duties as prescribed in the bylaws (Article IV, Section 5).
- c) The **Recording 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. The Recording Secretary shall keep a roll of the members of the Club with their addresses, and carry out such other duties as prescribed by these bylaws. (Article III, Section 6)
- d) The **Corresponding Secretary** shall receive and maintain all official copies of Club correspondence, notify members of meetings or the Newsletter Editor to include in the Club Newsletter, notify officers and directors of their election to office, notify committee chairmen of their appointment, notify members of lapse of membership, mail-out the Welcome Packet to new members, and of disciplinary action. The Corresponding Secretary shall also keep a roll of the members of the Club with their addresses, and carry out such duties as are prescribed in these bylaws (Article II, Section 3, Article III, Sections 1, 2, 3, 4; Article V, Section 3, 4; Article VII, Section 4, 5).
- e) The **Treasurer** shall collect and receive all money due the Club and promptly pays all bills due. They shall promptly deposit same in a bank as designated by the Board, in the name of the Club. The books shall be at all times open to inspection of the Board; and a monthly written report shall be given to them at every meeting of the condition of the club finances and every item or receipt or payment not before reported; copies of the reports will be available to members in good standing if requested and at the Annual meeting shall render an account of all money received or expended during the previous fiscal year. Billing of annual dues as set forth in Article 1, Section 2., and prompt notification to the Corresponding Secretary of lapses of membership shall be the responsibility of the Treasurer. The Treasurer may be bonded, but such bonding will be at the discretion of the Board. The Treasurer shall confirm any indebtedness to the Club prior to formal acceptance of the resignation. The Treasurer shall carry out such other duties as are prescribed in these bylaws (Article II, Section 2, 3; Article IX, Sections 1, 2, & 3).

Section 3. TERMS OF OFFICE.

All officers and directors shall hold office from the time of their election until their successors are elected or until suspended or expelled from the Club, AKC or GRCA. No member may hold the same elected office for more than four consecutive years.

Section 4. ELIGIBILITY OF THE OFFICERS AND BOARD OF DIRECTORS.

Members elected to Office or to the Board of Directors must be a member of the Club for at least 1 year, and their dues must be paid for the current year. Each Board member shall be a resident of the United States and should be a member in good standing of GRCA and in good standing with AKC. Inquiries may be made to the AKC and GRCA to determine eligibility.

Section 5. VACANCIES.

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 of the members of the Board at its first regular meeting following the creation of such a 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 a member of the Board of Directors and the Board of Directors vacancy shall be filled by a club member in good standing and a member of GRCA.

Effective in the year 2000, no two members of the same household are eligible to hold office.

**ARTICLE V - THE CLUB YEAR, ANNUAL MEETING, ELECTIONS,
NOMINATIONS**

Section 1. CLUB YEAR.

The Club's fiscal year shall begin on January 1st and end on December 31st. 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 December at which Officers and Directors 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 immediately turn over to his or her successor all properties

and records relating to that office. All property and records must be transferred not later than 30 days after the election.

Section 3. ELECTIONS.

Thirty days prior to the Annual Meeting, the Corresponding Secretary shall send to each member in good standing or include the list of all nominees in alphabetical order in the bi-monthly newsletter, with their resumes.

The procedures for tallying votes shall follow Robert's Rules of Order and the nominated candidate receiving the greatest number of votes for each office or board position shall be declared elected. If any nominee, at the time of the Annual Meeting, is unable to serve for any reason, such nominee shall not be elected, and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Sect. 5.

Section 4. NOMINATIONS.

No person shall be a candidate in a Club election who has not been nominated. A nominating committee shall be named by the Board by July 1st of each year. The Committee shall be composed of three members and two alternates, one of whom may be a member of the Board. The Corresponding Secretary shall immediately notify the committee and alternates of the selection. The Board shall name a Chairman for the Committee, and it shall be their duty to call a committee meeting by August 31st.

- a) **CANDIDATES.** No person may be a candidate in the Club election who is not eligible under Article III, Section 4. All candidates shall submit a brief resume. The Nominating Committee shall nominate from the members of the Club one candidate for each office and one candidate for each vacancy on the Board, after securing the consent of each person nominated. The Nominating Committee shall submit the list of candidates in writing by September 1st, of each year to the Corresponding Secretary.

The Corresponding Secretary shall notify each member, in writing, of the committee's slate, at least two weeks prior to the October General Membership meeting.

- b) **ADDITIONAL NOMINATIONS.** Additional nominations may be made only at the Club's October Meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the person nominating shall present to the Corresponding Secretary a written statement from the proposed candidate signifying his 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 among those members who have not accepted a nomination of the Nominating Committee.

ARTICLE VI - COMMITTEES

Section 1. APPOINTMENTS.

The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, field trials, obedience trials, trophies, annual prizes, membership, education, workshops, entertainment, pet loss, fund raisers and other activities which may well be 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 special projects.

Committee reports shall be presented at each Board meeting and final written reports are due at the Board Meeting following the completion of the event. The written report summarizing the committee's activities for the event must be presented within 30 days from the date of the event. Final reports are due at the last Board meeting of the year.

Section 2. TERMINATION OF APPOINTMENTS

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. The committee appointee and committee members shall have the right to a special meeting with the Board of Directors.

Section 3. DELEGATE - GRCA.

To be eligible for the GRCA Delegate, the individual must be a member of the Club for at least 2 years and voted in by the General Membership. They will be responsible for presenting a Delegate's report at each club meeting.

ARTICLE VII - DISCIPLINE

Section 1. AMERICAN KENNEL CLUB SUSPENSION.

Any member who is suspended from the privileges of the AKC automatically shall be suspended from the privileges of the Club for a like period.

Section 2. CHARGES.

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club. The definition of misconduct is noted as follows: a transgression of some established and definite rule of action, a forbidden act, a dereliction from duty, unlawful behavior, willful in character, improper or wrong behavior; it's

synonyms are misdemeanor, misdeed, misbehavior, delinquency, impropriety, mismanagement of offense, but not negligence or carelessness. (Black's Law Dictionary, IV EDT.)

Written charges with specifications, shall be notarized and must be filed in duplicate with the Corresponding Secretary together with a deposit of \$25.00, which shall be forfeited if not sustained by the board following a hearing. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Club Board or present them at the next Board meeting at which a decision shall be made to entertain or refuse jurisdiction. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or the breed. If the Board considers that the charges do not allege conduct, which would be prejudicial to the best interests of the Club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing, not less than three (3) weeks nor more than six (6) weeks thereafter and if the Board entertains jurisdiction of the charges, the Board shall immediately appoint a Hearing Committee comprised of Board members. (Refer to Section 5. HEARING). The Corresponding Secretary shall promptly send one copy of the charges to the accused member by registered or certified 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 or she wishes.

Section 3. HEARING

The Hearing Committee will be made up of five Board members. The Hearing Committee will refer to the current version of Robert's Rules of Order Newly Revised for procedures governing the hearing process.

The Hearing Committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. The charges shall be read aloud by the Committee, and the defendant and complainant shall have the right to be heard in a closed-door session with or without the other present. Witnesses for each side will remain outside until called to testify, and shall be excused following their testimony. Testimony shall be given by each party, one at a time, with no interruptions. Facts shall be presented in a clear, concise manner. All relevant documents and evidence shall be made available to the Committee. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Committee by a majority

vote of those present may suspend the defendant of all privileges of the Club for not more than six months from the date of the hearing. In such case, the suspension shall not restrict the defendant's right to appear before their fellow club members at the ensuing Club meeting which considers the Hearing Committee's recommendation. And, if the Committee deems that punishment by suspension is insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Committee has reached a decision, its findings shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary shall notify each of the parties and the Board of the Committee's decision and penalty, if any. The Committee's decision shall not be rendered until after all evidence and testimony has been presented.

Section 4. SUSPENSION FOR MISCONDUCT

The suspension of a member may be accomplished only after a Hearing Committee decision is reached at the conclusion of a presentation of facts and witnesses by both the defendant and complainant. The Committee's decision to suspend shall be without recourse. While suspended the member may not enjoy the privileges or benefits of the club including voting, attending official meetings or participating in Club activities. If membership dues become payable during the suspension period they must be paid as outlined in Article II, Section 2, to continue Club affiliation. The suspended member must immediately surrender to the President all Club property, and committee participation shall cease. If an officer or Board member is found guilty of charges and suspended they shall immediately relinquish their office and a Board appointee shall fulfill the obligations of that office.

Section 5. EXPULSION

The expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Committee Hearing and upon the Committee's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or a special meeting of the Club to be held within sixty days, but not earlier than thirty days after the date of the Hearing Committee's published recommendation. The defendant shall have the privilege of appearing in their own behalf, though no evidence shall be taken or witnesses shall be heard at this meeting. The President shall read the charges, the Committee's findings and recommendations and shall invite the defendant, if present, to speak on their own behalf if they wish. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. The vote for expulsion shall be by secret ballot. If expulsion is not so voted, the Committee's suspension shall stand.

No individual member or members may incur indebtedness on the part of the Club. Such action may result in suspension or expulsion as set forth in Sections 3, 4, and 5 of this Article.

ARTICLE VIII - AMENDMENTS

Section 1. Amendments to the Constitution and bylaws may be proposed by any member of the Board of Directors or by written petition by a voting member and addressed to the Corresponding Secretary and signed by 20% of the membership in good standing. Those individuals signing the petition will be verified by the Corresponding Secretary to ensure that they are members 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 Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding Secretary.

Section 2. The Constitution and bylaws may be amended by a 2/3 secret vote of the members present and voting at any regular or special meeting called for this 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 such meeting.

After an amendment is approved by the Club an updated copy of the bylaws will be sent to AKC.

ARTICLE IX - BUDGET

Section 1. In September, the Treasurer shall submit a proposed budget to the Board of Directors, who shall meet at a Special Board Meeting to discuss the fiscal Budget for the following year based on previous and projected years expenses.

Section 2. Final approval of the fiscal budget shall be discussed at the October Board Meeting.

Section 3. The Treasurer shall maintain up to date detail of income versus expenses, and a comparison with the current budget.

Section 4. A separate detailed report for matches and shows showing expenses and income will be provided by the Committee Chairperson.

ARTICLE X - 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 members of the club, but after payment of any 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 XI - ORDER OF BUSINESS

Section 1.

At a meeting 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 - Signing meeting roster
- Reading and Approval of Minutes
- Report of the President
- Report of the Treasurer
- Report of the Recording Secretary
- Report of the Corresponding Secretary
- Reports from the Committees
- Election of Officers and Board Members
(Annual Meeting Only)
- 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 a majority vote of those present, shall be as follows:

- Call for order
- Roll Call - Signing of meeting roster
- Reading and Approval of Minutes
- Report of the Treasurer
- Report of the Recording Secretary
- Report of the Corresponding Secretary
- Reports from the Committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE XII - 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.

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