

**EVERGLADES GOLDEN RETRIEVER CLUB, INCORPORATED
CONSTITUTION AND BY-LAWS**

**CONSTITUTION
ARTICLE 1 – NAME AND OBJECTIVES**

- Section 1.** The name of the Club shall be the Everglades Golden Retriever Club, Incorporated.
- Section 2.** The objectives of the Club shall be:
- a. to encourage and promote the quality breeding of pure-bred Golden Retrievers and to do all possible to bring their natural abilities and 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 Golden Retrievers shall be judged;
 - c. to do all in its power to protect and advance the interest of the breed by encouraging sportsmanlike competition at all dog events;
 - d. to sponsor and/or support sanctioned matches and specialty shows, field trials, hunting tests, agility, tracking tests and obedience trials under the Rules and Regulations of the American Kennel Club.
- Section 3.** The Club shall not be operated for profit, and no part of any profits or remainder or residue from dues or donations to the Club shall insure 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 By-Laws as may be required to carry out these objectives.
- Section 5.** Hereafter in this document, **Everglades Golden Retriever Club, Incorporated** shall be referred to as The Club, and references to it will be capitalized.

**BY-LAWS
ARTICLE 1-MEMBERSHIP**

- Section 1.** There shall be four types of membership: Individual Membership, Family Membership, are offered to all persons 18 years of age or older whom are in good standing with the American Kennel Club and subscribe to the purposes of the club. It is understood that family memberships may include members who are between the ages of 10 and 17. Junior Membership, for persons between the ages of 10 and 17 years of age in good standing with the American Kennel Club and Associate Membership for those out of the immediate area that would like to be on

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the mailing list.

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 set by the Board of Directors in an amount not to exceed \$20 per year for Individual Membership; \$30 for Family Membership; \$15 for Junior or Associate Membership payable on or before the first day of January each year. No member may vote whose dues are not paid for current year. During the month of November the Treasurer shall send to each member a statement of his or her dues for the ensuing year.

Section 3. Election to Membership

- a. INDIVIDUAL: Each applicant shall attend one meeting and/or activity of The Club as a guest as a prerequisite to membership approval as set forth in these By-Laws. Each applicant 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 By-Laws and the rules of the American Kennel Club.

The application shall state the name, address and occupation of the applicant and shall carry the endorsement of two club members in good standing. It shall be submitted to the Secretary together with the current year's dues.

The applicant's name will be read by the Secretary at the first regular meeting of The Club following receipt of the application. The applicant's name will then be published in the next newsletter. At the next regular meeting of The Club, the application will be voted upon and an affirmative vote of 2/3 of the members present and voting shall be required to elect the applicant.

Applications that have received an unfavorable vote of the membership may not be re-submitted for six months.

Dues paid on or after October 1st will entitle the applicant to membership for the following year at no additional cost.

- b. FAMILY: The number of family members eligible to join under family members shall be unlimited, however the number of voting privileges shall be limited to two. The same procedure as listed for individual membership shall apply, however only one member of the family shall be required to attend one meeting and/or activity as a prerequisite to

membership approval as set forth in these By-Laws. Voting members within a family membership must be 18 years of age or older.

- c. JUNIOR: Junior membership shall be limited to individuals between the ages of 10 and 17 years of age. Junior members shall carry no voting privilege, nor shall be eligible to hold office.
- d. ASSOCIATE: Associate membership shall be for those wishing to be a club member but out of the area so they may not be able to attend club functions. Associate members shall carry no voting privilege, nor shall be eligible to hold office.

Section 4. Termination of Membership: Membership may be terminated as follows:

- a. By resignation: Any member in good standing may resign from The Club with written notice to the Treasurer, but no member may resign when in debt to The Club. Dues obligations are considered a debt to The Club and they are incurred on the first day of each fiscal year.
- b. By lapsing: A membership will be considered lapsed and automatically terminated if such members' dues remain unpaid 60 days from January 1st; however, the Board of Directors may grant an additional 30 days of grace to such delinquent member. In no case may a person be entitled to vote at Club meetings whose dues are unpaid as of the date of that meeting in meritorious cases.
- c. By expulsion: A membership may be terminated by expulsion as provided in Article VI, Section 4, of these By-Laws.

ARTICLE II-MEETINGS AND VOTING

Section 1. Club Meetings. The Club shall hold at least six (6) meetings during each year, within the greater Miami, Florida area, at such time, date and place as may be designated by the Board of Directors.

The Secretary shall mail written notice of such meeting so that the membership will be notified at least 10 days prior to the meeting. The quorum for such meetings shall be 20% of the membership, but not less than 6 members in good standing.

Section 2. Annual Meetings. The Annual meeting of The Club shall be held in the month of December, at such time and place as may be fixed by the Board of Directors.

The Secretary shall mail written notice of the Annual meeting so that the membership shall be notified at least 30 days prior to the meeting.

The quorum for the Annual meeting shall be 20% of the membership, but not less than 6 members in good standing.

Section 3. 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 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 in the greater Miami, Florida area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings.

The Secretary shall mail written notice of such a meeting so that the membership will be notified at least five days and not more than 15 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be conducted. The quorum for such a meeting shall be 20% of the members in good standing.

Section 4. Board Meetings. There shall be at least six meetings of the Board of Directors during the fiscal year. These meetings shall be held in the greater Miami, Florida area at such hour and place as designated by the Board.

Written notice of each such meeting shall be mailed by the Secretary at least 10 days prior to the date of the meeting.

The quorum for such a meeting shall be a majority of the Board.

Section 5. Special Board Meetings. The President may call special meetings of the Board, and by the Secretary upon written request signed by at least three members of the Board. Such special meetings shall be held in the greater Miami, Florida area at such hour, date and place as may be designated by the person designated herein to call such a meeting.

The Secretary shall mail written notice of such meeting at least 10 days before the date of the meeting. Any notice shall state the purpose of the meeting; and no other business shall be transacted. The quorum for such a meeting shall be a majority of the Board.

Section 6. 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 will 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 President, Vice President, Secretary, Treasurer and four other persons, all of whom shall be a member in good standing. It is acceptable to allow the Newsletter Editor to serve on the Board, however, since it is an appointed position rather than an elected position, it must be indicated that the position does not have the right to vote. All Officers shall be elected for one-year terms at The Club's Annual Meetings as provided in Article IV and shall serve until their successors are elected. Directors shall be elected to two year terms; two one year and two the next. General management of The Club's affairs, including the development of policies and written policy guidelines, shall be entrusted to the Board of Directors. Policies pertaining to the Board will be implemented by a vote of the Board. Policies affecting the membership will be voted on by the entire membership.

Section 2. Officers. The Officers of The Club shall consist of the President, Vice President, 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 and of President; in addition those particularly specified in these By-Laws.
- 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. The Vice-President shall be responsible for all committee chairpersons.
- c. The Secretary shall keep a record of all meetings of The Club and of the Board and of all matters of which The Club shall order a record. The Secretary shall have charge of the correspondence, notify new members of their election to membership, notify Officers and Directors of their election to office and the duty of notifying members of meetings. The Secretary shall keep a roll of the members of The Club with their addresses and carry out such other duties as are prescribed by the By-Laws.
- d. The Treasurer shall collect and receive all monies due or belonging to The Club. He/she will deposit same in bank designated by the Board, in the name of The Club. His/her books shall at all times be open to inspection by the Board; and he/she 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 he/she shall render an account of all monies received or expended during the previous fiscal year.

- e. The same person, in which case the Board shall be comprised of 7 persons, may hold the office of Secretary and Treasurer.

Section 3. Term of Office. All Officers and Directors shall hold office from the time of their election until their successors are elected. No members may hold the same elected office for more than six consecutive years.

Section 4. Eligibility of the Board of Directors. No member may be elected to the Board of Directors who has not been a member of The Club for at least one year. Each Board member shall be a resident of the United States.

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 remaining 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 AND NOMINATIONS

Section 1. Club Year. The Club's fiscal year shall be on January 1st and ends 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. 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 30 days after the election.

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.

Section 3. Elections. 30 days prior to the Annual Meeting, the Secretary shall send to each member in good standing a list of all nominees in alphabetical order. The nominated candidate receiving the greatest number of votes for each office 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, Section 5.

- Section 4.** Nominations. No person shall be a candidate in The Club election who has not been nominated. During the month of August, the board shall select a Nominating Committee consisting of three members and two alternates, not more than one whom may be a member of the Board. The Secretary shall immediately notify the committeeman and alternates of their selection. The Board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before September 1st.
- a. The committee shall nominate one candidate for each office and positions on the Board 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, at least 2 weeks before the October meeting, notify each member in writing of the candidates so nominated.
 - c. Additional nominations may be made at the October 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.

ARTICLE V-COMMITTEES

Section 1. The Board may each year appoint standing committees to advance the work of The Club in such matters as dog show, field trials, obedience trials, agility, hunting test, tracking test, trophies, annual prizes, membership and other fields 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 particular projects.

Committee reports shall be present at each Board meeting. A written report summarizing the Committee's activity for the prior year shall be presented at the last Board meeting of the official year.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been

terminated.

ARTICLE 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 The Club for a like period.
- Section 2.** Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of The Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10 which shall be forfeited if charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting and 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. If the Board considers that the charges do not allege conduct, which would be prejudicial to the best interest of The Club, it may refuse to entertain jurisdiction. If the Board enters jurisdiction of the charges, it shall fix a date of a hearing by the Board 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 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/she wishes.
- Section 3.** Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and defendant, the Board by a majority vote of those present reprimand or suspend the defendant of all privileges of The Club for not more than six months from the date of the hearing; and, if it deems that punishment is insufficient, it may also recommend to the membership that the penalty is 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 shall notify each of the parties of the Board's decision and penalty, if any.
- Section 4.** Expulsion. The 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 regular or a 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. The defendant shall have the privilege of appearing his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The members shall then vote by secret ballot on proposed expulsion. A 2/3 vote of those present and voting the meeting shall be necessary for expulsion. If expulsion is not so noted, the Board's suspension shall stand.

Section 5. No individual member or members may incur indebtedness on the part of The Club.

ARTICLE VII-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 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board for a vote within 3 months of the date when the Secretary received the petition.

Section 2. The Constitution and By-Laws 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 notice of the meeting and mailed to each member at least 2 weeks prior to the date of the meeting. No amendment to the Constitution and By-Laws 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 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 for the benefit of dogs selected by the Board of Directors.

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 permit, may be as follows:

Roll Call
Minutes of last meeting
Report of President
Report of Secretary
Report of Treasurer
Reports of Committees
Election of Officers and Board (at Annual Meeting)
Unfinished business
New business
Adjournment

- Section 2.** At the meetings of the Board, 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
 - Reports of Committees
 - Unfinished business
 - New business
 - 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 By-Laws and any other special rules of order The Club may adopt.