

**CONSTITUTION of
Marshbanks Golden Retriever Club
of South-Central Michigan**

Revised: 11/15/2014

Article I – Name and objects

Section 1. The name of the club shall be the Marshbanks Golden Retriever Club of South-Central Michigan, hereafter referred to as the Club.

Section 2. The objects of the Club shall be:

- (a) To encourage and promote purebred Golden Retrievers that possess the temperament, soundness, natural abilities, intelligence and trainability that are representative of the breed, and to do all possible to bring their natural qualities to perfection;
- (b) To urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which Golden Retrievers shall be judged;
- (c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike participation at AKC or GRCA events.
- (d) To conduct sanctioned and licensed specialty shows, obedience trials, tracking tests, field trials, and hunting tests and any other AKC or GRCA events for which the club is eligible, under the rules and regulations of The American Kennel Club and/or the GRCA.
- (e) To encourage adherence to the GRCA code of ethics where applicable.

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 objects.

Bylaws

Article I – Membership

Section 1. Eligibility. There shall be five types of membership open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this club: Individual members; household memberships; associate memberships; life memberships; honorary memberships. A junior membership is also available.

Section 2. Types of membership.

- A. *Individual.* An individual member enjoys all the privileges of the Club including voting and holding office.

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- B. *Household.* Household membership shall be limited to two adult members in a family residing at the same address, each person having a separate vote, and identified by name on the membership application.
- C. *Associate.* Associate membership is available to individuals 18 years of age or older. Associate members are entitled to all club privileges except voting and holding office.
- D. *Junior.* Junior membership is available to individuals under 18 years of age. Junior members are entitled to all club privileges except voting and holding office.
- E. *Life.* Any past or present Club member, having rendered outstanding service to the Club, may be proposed by the Board of Directors for election to life membership at any Annual Meeting of the Club or at one additional monthly meeting per year. The individual so proposed shall have been an active member of the Club for at least 10 years. Election shall be by secret ballot. An affirmative vote of 2/3 of the members present and voting is required. Life members shall be exempt from payment of dues, and shall have all the rights, privileges, and duties of membership including the right to hold office and to vote.
- F. *Honorary.* Any individual, who has rendered exceptional service to the Club, or to the Golden Retriever breed, may be proposed by the Board of Directors for election to an honorary membership. An affirmative vote of 2/3 of the entire Board of Directors is required. The term of an honorary membership will be three years during which honorary members shall have all the rights and privileges of membership except voting and holding office. They shall be exempt from payment of dues during the term of their honorary membership.

Section 3. Dues. Membership dues shall be set by the Board of Directors in an amount not to exceed \$45.00 per year for single memberships and \$65.00 per year for family memberships, payable on or before the 1st 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 dues for the ensuing year.

Section 4. 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 the constitution and bylaws of this club 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 two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

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. At the next club meeting the applications will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

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Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

Section 5. *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 are 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 60 days after the first day of the fiscal year; however, the board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.
- (c) *By expulsion.* A membership may be terminated by expulsion as provided in Article VI of these bylaws.

Article II – Meetings and Voting

Section 1. *Club Meetings.* Meetings of the club shall be held a minimum of six times from January 1st to December 31st of each year, with no more than 2 months passing without a meeting, in the south central Michigan area, at such hour and place as may be designated by the board of directors. Written notice via mail or electronic notice via email of such meeting shall be sent by the Secretary or President at least 10 days prior to the date of the meeting. Members may specify the means by which they are notified. The quorum for such meetings shall be 20 percent of the members in good standing who are eligible to vote.

Section 2. *Special Club Meetings.* Special club meetings may be called by the President, or by a majority vote of the members of the board who are present and voting at any regular or special meeting of the board; and shall be called 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 south central Michigan area, at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice via mail or electronic notice via email of such meetings shall be sent by the Secretary or President at least five days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. Members may specify the means by which they are notified. The quorum for such a meeting shall be 20 percent of the members in good standing.

Section 3. *Board Meetings.* Meetings of the board of directors shall be held each month in the south central Michigan area or via phone conference at such hour and place as may be designated by the board. Written notice via mail or electronic notice via email of such meeting shall be sent by the Secretary or President at least five days prior to the date of the meeting. Board members may specify the means by which they are notified. The quorum for such a meeting shall be a majority of the board.

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Section 4. *Special Board Meetings.* Special meetings of the board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the board or by individual email/mail request by three members. Such special meetings shall be held in the south central Michigan area or via phone conference at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice via mail or electronic notice via email of such meeting shall be sent by the Secretary or President at least five days and not more than 10 days prior to the date of the meeting. Board members may specify the means by which they are notified. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the board.

Section 5. *Voting.* Each eligible 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 s/he 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 officers and one other person, 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 VI 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 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.
- (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 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 by these bylaws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The books shall at all times be open to inspection by the board and a report shall be given at every meeting of the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous

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fiscal 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 shall be comprised of 4 persons.

Section 3. Vacancies. Any vacancies occurring on the board or among the offices during the year shall be filled until the next annual election by a majority vote of all the then present 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 of 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 1st 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 January, at which officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 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 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 October, the board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selections via mail or electronic notice via email. Members may specify the means by which they are notified. The board shall name a chairman for the committee and it shall be such a person's duty to call a committee meeting, which shall be held on or before November 1.

- (a) The committee shall nominate one candidate for each office and position on the board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing via mail or electronic notice via email.

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- (b) Upon receipt of the Nominating Committee's report, the Secretary at least 2 weeks before the December meeting shall notify each member in writing via mail or electronic notice via email of the candidates so nominated.
- (c) Additional nominations may be made at the December meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and 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 specialty shows, obedience trials, field trials, tracking tests, hunting tests, 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.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the board upon written notice via mail or electronic notice via email 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.

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 \$50.00 which shall be forfeited if such charges are not sustained by the board following a hearing. The Secretary shall promptly send a copy of the charges via mail or electronic notice via email 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. If the board considers that the charges do not allege conduct which would be prejudicial to the club, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charge, it shall fix a date for a hearing by the board not less than three weeks or more than six 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 as assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

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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 complainant and defendant, the board may by a majority vote of those present reprimand or 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 suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting which considers the board's recommendation. Immediately after the board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the board's decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member from the club may be accomplished only at a meeting of the club following a board hearing and upon the board's recommendation as provided in Section 3 of this Article. Such proceeding 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 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 own behalf if he wishes. The members shall then vote by secret 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's suspension shall stand.

Article VII – Amendments

Section 1. Amendments to the constitution and bylaws may be proposed by the board of directors or by written petition addressed to the Secretary signed by 20 percent 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 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 bylaws may be amended by a 2/3 secret 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 or electronically emailed to each member at least two weeks prior to the date of the meeting. Members may specify the means by which they are notified.

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 the 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 benefits of dogs selected by the board of directors.

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Article IX – Order of Business

Section 1. At meetings of the club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of officers and board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

Section 2. At 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 bylaws and any other special rules of order the club may adopt.