

# **GOLDEN RETRIEVER CLUB OF GREATER ST. LOUIS**

## **CONSTITUTION AND BY-LAWS**

### **ARTICLE 1 - NAME AND OBJECTS**

#### **SECTION 1**

The name of the Club shall be Golden Retriever Club of Greater St. Louis. Hereinafter referred to as The Club.

#### **SECTION 2**

The objects 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 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 American Kennel Club as the only standard of excellence by which the Golden Retriever shall be judged.
- C. To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, field events, obedience trials, agility trials and tracking tests.
- D. To conduct sanctioned matches, specialty shows, field events, obedience trials, agility trials and tracking tests under the rules of the American Kennel Club.

#### **SECTION 3**

The Club shall not be conducted or operated for profit and no part of any profit or remainder of 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 by-laws as may be required to carry out these objects.

## **BY-LAWS**

### **ARTICLE I - MEMBERSHIP**

#### **SECTION 1**

##### **ELIGIBILITY:**

There shall be four types of membership, an individual membership, a family membership, a life membership and an honorary membership, open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the objects of this Club. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

#### **SECTION 2**

##### **DUES:**

Annual membership dues shall not exceed \$25.00 for individual memberships and \$30.00 for family memberships. Membership dues shall be 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:**

A. **INDIVIDUAL:** 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 by-laws and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members who are 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 Membership Chairman and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting, the application will be voted upon and affirmative votes of 3/4 of the members present and voting at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

B. **FAMILY:** A family membership shall be limited to two adult (18 years of age and older) members in a family, each to have voting privileges, except that, junior (under 18 years of age) members of the same family, residing in the same household, shall enjoy all the rights and privileges of the Club except the right to vote and hold office. A Junior member may automatically convert to regular membership upon reaching their 18th birthday. The two adult members shall be identified by name on the membership application form and the procedures for election to membership shall be the same as provided in Section 3A of this Article.

C. **LIFE MEMBERS:** Any past or present member, having rendered outstanding service to the Club, may be proposed by a member of the Board of Directors for election to life membership. Any individual so proposed shall have been an active member of the Club for at least 15 years.

Election shall be by an affirmative 2/3 vote of the entire Board of Directors. Such members shall be exempt from payment of dues and shall have the rights, privileges and duties of membership, including the rights to vote and hold office.

D. HONORARY MEMBERS: Any individual, who has rendered exceptional service to the Club or to the breed, may be proposed by a member of the Board of Directors for election to an honorary membership. Election shall be by an affirmative 2/3 vote of the entire Board of Directors. Such members shall be exempt from payment of dues and shall have all the rights, privileges and duties of membership except the rights to vote and hold office. The recipient shall be given an appropriate notification of the honor. Any honorary member shall have the option of holding active membership with all the rights, privileges and duties thereof, by payment of the annual dues.

#### **SECTION 4**

##### **TERMINATION OF MEMBERSHIP:**

Memberships may be terminated as follows:

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 30 days after the first day of the fiscal year; however, the Board may grant an additional 30 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, SECTION 4 of these by-laws.

### **ARTICLE II - MEETINGS AND VOTING**

#### **SECTION 1**

##### **CLUB MEETINGS:**

Meetings of the Club shall be held within the Greater St. Louis area on the third Wednesday of at least eight (8) months per year, at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be by printed notification, distributed by electronic mail or postal mail prior to each meeting. The quorum for such meetings shall be 20 percent of the members in good standing.

## **SECTION 2**

### **SPECIAL CLUB MEETINGS:**

Special Club meetings may be called by the President, or by a majority 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 Greater St. Louis area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least 5 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. 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 within the Greater St. Louis area at least quarterly, at such hour and place as may be designated by the Board. Written notice of each such meeting shall be by printed notification, distributed by electronic mail or postal mail prior to each meeting. The quorum for such a meeting shall be a majority of the Board.

## **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. Such special meetings shall be held within the Greater St. Louis area at such place, date, and hour as may be designated by the person authorized herein to call such a meeting. The Secretary shall mail written notice of such a meeting at least 5 days, and not more than 10 days, prior to 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 whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. There shall be no proxy voting at any club or board meeting.

## **ARTICLE III - DIRECTORS AND OFFICERS**

## **SECTION 1**

### **BOARD OF DIRECTORS:**

The Board shall be comprised of the President, Vice President, Secretary, Treasurer and six (6) other persons, all of whom shall be in good standing, and all of whom shall be elected for a one-year term at the Club's November meeting. All Officers and Directors shall be elected as provided in ARTICLE IV and shall serve until the end of the next Annual/November meeting. All Directors shall have been a member at least six months prior to taking office. General management of the Club's affairs shall be entrusted to the Board of Directors.

## **SECTION 2**

### **OFFICERS:**

The Officers of the Board 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. All Officers shall have been a member at least 12 months prior to taking office.

A. THE PRESIDENT shall preside at all meetings of members and directors, shall execute in the name of the Club all documents and shall have such powers as usually incident to this office. It is the President's option to participate as an ex officio, non-voting member of committees other than the Nominating Committee. However, he may be elected by the Board of Directors to serve on the Nominating Committee. The President may be bonded in such amount, as the Board shall determine.

B. THE VICE PRESIDENT shall, in the absence of the President, or in case of his death, resignation, or inability to act, perform the duties of the President.

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. He shall have charge of the correspondence, notify members of meetings, 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, subject to the direction and control of the Board, shall have general charge of the financial affairs of the Club and shall keep full and accurate books of account. He shall have such other powers as are usually incident to this office and as may from time to time be designated by the Board. This includes the development of the annual budget under the ground rules and timetable established by the President and the Board.

In November, the Treasurer is responsible for notifying by letter that dues are delinquent as of January 1st and membership will be terminated if dues are unpaid by February 1st. The Treasurer may be bonded in such amount as the Board shall determine.

## **SECTION 3**

### **VACANCIES:**

Any vacancies occurring on the Board or among the offices during a term shall be filled until the 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 AND NOMINATIONS**

### **SECTION 1**

#### **CLUB YEAR:**

The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club's official year shall begin immediately following the Annual Meeting and continue through the next Annual Meeting.

### **SECTION 2**

#### **ANNUAL MEETING:**

The Annual Meeting shall be held in the month of November at which time the election shall occur. The newly elected Officers shall take office at the end of the November meeting. Each retiring officer shall turn over to his or her successor in office all properties and records relating to that office at the end of the Annual meeting.

### **SECTION 3**

#### **ELECTIONS:**

The nominated candidate receiving the greatest number of votes in each office shall be declared elected. The six nominated candidates for 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 September, 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 selection. The Board shall name a Chairman for the Committee and it shall be his or her duty to call a committee meeting that shall be held on or before October 1st.

A. The Committee shall nominate one candidate for each office and six (6) candidates for the remaining Board positions, 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 two weeks prior to the October Club meeting, notify each member in writing of the candidates so nominated.

C. Additional nominations may be made at the October Club 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, his or her proposer shall present to the Secretary a written statement from the proposed candidate signifying his or her willingness to be a candidate.

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 chairmen of standing committees to advance the work of the Club in such matters as: Specialty Shows, Obedience Trials, Field Trials, Tracking Tests, trophies, annual awards, membership, programs, and refreshments. In addition, the Board may appoint the Newsletter Editor, GRCA News Correspondent, GRCA Delegate, and Parliamentarian. Such appointments 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 OF A COMMITTEE CHAIRMAN APPOINTMENT:**

Any committee chairman 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 these persons whose services have been terminated. Prior to termination notice, the Board must meet with the committee chairman and discuss performance deficiencies and actions necessary to improve performance.

### **SECTION 3**

#### **AUDIT COMMITTEE:**

An Audit Committee shall be appointed by the Board in January to audit the books for the prior fiscal year. The committee shall include the Treasurer and two members in good standing. The committee should complete the audit before the date of the February board meeting.

## **ARTICLE VI - DISCIPLINE**

### **SECTION 1**

## **AMERICAN KENNEL CLUB SUSPENSION:**

Any member who is suspended from the privileges of The American Kennel Club shall automatically 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 interest of the Club or the Breed. Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of \$10.00 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 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 that would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than 3 weeks nor 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 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. Both complainant and defendant must be present in the same room during the hearing, if both are present. 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. 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 or 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, 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 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. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's

findings and recommendations and shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The meeting shall then vote by secret written 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**

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 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 3 months of the date when the petition was received by the Secretary.

### **SECTION 2**

#### **VOTING:**

The constitution and by-laws 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 weeks prior to the date of the meeting.

## **ARTICLE VIII - DISSOLUTION**

### **SECTION 1**

#### **PROCEDURE:**

The Club may be dissolved at any time by the written consent of not less than two-thirds vote 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**

#### **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  
Minutes of the Last Meeting  
Report of the President  
Report of the Secretary  
Report of the Treasurer  
Report of the Board of Directors  
Reports of the Committees  
Election of Officers and Board (at November meeting)  
Election of New Members  
Unfinished Business  
New Business  
Adjournment

## **SECTION 2**

### **BOARD MEETINGS:**

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 the Secretary  
Report of the 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 special rules of order the club may adopt.

Revised November 20, 2002  
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