

## **Constitution**

### Article I

#### Name and Objectives

Section 1. The name of the club shall be Pine Tree Golden Retriever Club, Inc.

Section 2. The objectives of the club shall be:

- a) To encourage and promote quality in the breeding of purebred Golden Retrievers 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 protect and advance the interest of the breed by promoting sportsmanlike competition in all events under the rules of the American Kennel Club.
- d) To conduct sanctioned matches, specialty shows, obedience trials and any other events for which the club is eligible under the Rules and Regulations of The American Kennel Club.

Section 3. The club shall not be conducted nor operated for profit and no part of any profits or remainder or residue from the dues or donations to the club shall inure to the benefit of any member or individual.

Section 4. The members of the club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objectives.

## **Bylaws**

### Article I

#### Membership

Section 1. Eligibility:

- a) There shall be one type of voting membership defined as Full-Member, of one year or more, open to all persons 18 years and older who are in good standing with the American Kennel Club, who have signed and agreed to abide by Pine Tree Golden Retriever Club's Code of Ethics, and who subscribes to the purpose of this club. While membership is to be unrestrictive as to residence, the clubs primary purpose is to be representative of the breeders and exhibitors of the State of Maine. The voting membership may have access to the promotional benefits of the club

to include listing in both the Federation Club Directory, the club website, and use of the clubs name to promote breeder activity.

- b) There shall also be a Junior Membership for persons eight through seventeen years of age. Such members shall have all the privileges but not serve on the Board of Directors, hold office, and are not eligible to vote.
- c) There shall also be an Associate membership. This is a non-voting, non-office holding membership which may be offered to persons who reside outside of the club's area or to persons who wish to support the club but not be active participants. Associate membership applications need not require sponsors or approval process applicable to prospective regular members. More importantly, they are not counted in determining a quorum. After a period of time (at least one year), eligible Associate members may apply for regular membership in accordance with the procedures outlined in the bylaws.
- d) There shall also be an Honorary membership open to all persons at the discretion of the membership. Such members shall have all the privileges but not serve on the Board of Directors, hold office or be eligible to vote.
- e) There shall also be a Subscription membership. A Subscription membership Enjoys the receipt of the clubs Newsletter only.

## Section 2. Dues

- a) Dues are payable on or before January 1 of each year.
- b) During the month of November, a notice that dues are due will be prominently displayed on the first page of the club's newsletter and will satisfy the requirement for individual notification.
- c) No member may vote whose dues are not paid.
- d) Only on the recommendation of the Board of Directors and the majority vote of the members present at a meeting may the dues structure be revised as needed for the coming year.
- e) Any new member who has been accepted, and paid dues between September 1<sup>st</sup> and December 31<sup>st</sup> shall be considered 'paid' for the following year.
- f) The Board may not refuse dues renewal from any member who is otherwise in good standing with the club.

### Section 3. Election to Membership

- a) 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 of the American Kennel Club and the Golden Retriever Club of America. The application for membership shall be submitted to the Membership Chairman and carry the endorsement of one member in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. Applications shall be read at two meetings of the club and the names included in the notice for the following meeting. Affirmative votes (usually not less than two-thirds) of the members present and voting by secret ballot (rather than a committee or the board of directors) are required. A committee or board of directors can make recommendations on every application. Applicants for membership who have been rejected by the club may not re-apply within six months after such rejection.

### Section 4. Termination of membership.

Membership 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. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- b) By lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid by January 31<sup>st</sup> of the fiscal year. 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. The Board of Directors reserves the right to grant additional grace to such delinquent members in meritorious cases.
- 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

- a) The body responsible for calling Club and Board meetings is the Board of Directors. The location of the meeting shall be in the Greater Augusta/Portland area and will usually be on the third Sunday of the month. The Board of Directors shall designate the month, date and time of the meeting. Meeting notice will be E-mailed or mailed by the Secretary at least ten days prior to the date of the meeting or published in the newsletter and sent to the last known address of all members in good standing. If notification is by Email, the member or board member must sign an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the club from any liability should the notification be received late or not received by the member or board member due to circumstances beyond the club's control. A quorum for such meetings shall be 20% of the members in good standing.

#### Section 2. Special Club Meetings

- a) 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 in the Greater Augusta/Portland 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 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. The quorum for such a meeting shall be 20 percent of the members in good standing.

#### Section 3. Board Meetings

- a) To reflect the authority vested in them, the Board of Directors shall meet not less than six times per year. The location of the meeting shall be in the Greater Augusta/Portland Area at such date, hour and place designated by

the Board. Notice of such meetings shall be by mailed or Emailed by the Secretary. The quorum for such meetings shall be a majority of the Board.

#### Section 4. Special Board Meetings

- a) Special meetings of the Board of Directors may be called by the President or by written request by at least three members of the Board. Written notice of such meetings shall be mailed by the Secretary 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 of such a meeting shall be a majority of the Board. At the Boards discretion, a meeting may be closed to the membership. Location of the meeting shall be in the Greater Augusta/Portland area.

#### Section 5. Voting

- a) Each voting 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.

#### Section 6 Proxy Voting

- a) Proxy voting is not permitted at any club meeting or club election.

### Article III

#### Directors and Officers

##### Section 1. The Board of Directors

- a) General management of the clubs affairs shall be entrusted to the Board of Directors. The Board shall be comprised of the President, Vice President, Secretary, Treasurer and three other persons all of whom shall be members in good standing and all of whom shall be elected at the Clubs Annual meeting as provided in Article IV. The President, Vice President, Secretary and Treasurer shall be elected for one-year terms. One Director is to be elected annually for a three-year term. The outgoing President may be given the privilege, but not the obligation, to remain on the Board for one year following their term in office, in either an advisory capacity or as a voting member (as provided in the bylaws). This is apart from the number

of elected persons included on the Board. The Directors shall initially be elected as follows:

- One (1) for a period of three (3) years
- One (1) for a period of two (2) years
- One (1) for a period of one (1) year

A Membership Chairman will be appointed by the Board of Directors. This is a non-voting Board position, unless the Membership Chairman is also an elected officer or director on the Board.

All members of the Board of Directors must be members in good standing of the Pine Tree Golden Retriever Club, Inc. and must have been a member of this Club for one year at the time of election to office.

Section 2. No person may serve as an Officer for more than three consecutive years. No two members of the same family may serve as an Officer or Director concurrently.

### Section 3. Officers

The Clubs Officers consisting of the President, Vice President, Secretary, Treasurer, and the appointed Membership Chairman 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 by-laws.
- b) The Vice President shall have the duties and exercise the powers of the President in case of the Presidents death, absence or incapacity. In addition, the Vice President shall perform such duties as may be assigned to him/her by the Board of Directors.
- 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; have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, and carry out such other duties as are prescribed in these bylaws.
- d) The Membership Chairman shall notify applicants of their election to membership and keep a roll of members of the club with their addresses.

- e) The Treasurer shall collect and receive all monies due or belonging to the Club. He/She shall deposit the same in a bank designated by the Board in the name of the Club. The books shall be at all times open to inspection of the Board and he/she shall report to them at every meeting of the Board and to the membership at every general meeting the condition of the Clubs finances and every item of receipt or payment the condition of the Clubs finances and every item of receipt or payment not before reported and at the Annual meeting he/she shall render an account of all monies received and expended during the previous fiscal year. An accountant at the request of the Board shall examine the Treasurers books. For the protection of the club as well as the Treasurer, the Treasurer will be bonded and the expense will be born by the club.

#### Section 4. Vacancies

- a) 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 the members of the Board. The Vice President shall fill a vacancy in the office of President automatically and the Board shall fill the resulting vacancy in the office of Vice President.

Section 5. Any Officer or Board Member missing three (3) meetings without just cause as deemed by a majority of the Board may be removed from their position on the Board. The vacant position shall be filled in accordance with Article III, Section 4.

### Article IV

#### The Club Year, Annual Meeting, Elections

##### Section 1. Club Year

- a) The club fiscal year shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup>. The Club's Officers and Board shall begin their terms immediately at the conclusion of the election at the annual meeting and continue through the election at the next annual meeting as described in Article IV, Section 2.

##### Section 2. Annual Meeting

- a) The Annual meeting shall be held in December, the Officers and Directors for the ensuing year shall be elected from a proposed slate as presented by the nominating Committee. (Article IV, Section 4). If a contested election, the vote shall be by secret written ballot. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.

### Section 3. Elections

- a) The nominated candidate receiving the greatest number of votes for each office shall be declared elected.

### Section 4. Nominations

- a) No person may be a candidate in the Club election who has not been nominated. During the month of September, the Board shall select a Nominating Committee consisting of three members; not more than one of whom may be a member of the Board. The Board shall name a Chairman for the Committee and it shall be his/her duty to call a committee meeting on or before October 1<sup>st</sup>.
- b) The Committee shall nominate at least one candidate for each Officer and each Director and at least one candidate as needed for the other positions. After securing the consent of each person so nominated, the committee shall immediately report their nominations to the Board of Directors in writing.
- c) Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before the November meeting, notify each member in writing of the candidates so nominated.
- d) Additional nominations may be made at the November 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 (except for the position of Delegate). Nominations **cannot** be made at the Annual Meeting or in any manner other than as provided in this section.

## Article V

### Committees

#### Section 1.

- a) The Board may each year appoint standing committees to advance the work of the Club in the following matters: Shows, Matches, Obedience Trials, Field Trials, Tracking Tests, Trophies, Annual Prizes, Membership, Website, Ethics and Breeder Education, and other areas which may be well served by committees. Such committees shall always be subject to the final authority of

the Board.

## Section 2.

- a) Any committee appointment may be terminated by a majority vote of the 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. Suspension

- a) Any member who is suspended from the privileges of the American Kennel Club and or the Golden Retriever Club of America, automatically shall be suspended from the privileges of this Club for a like period.

#### Section 2. Charges

- a) 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 specification must be filed in duplicate with the Secretary together with a deposit of \$10.00, which shall be forfeited if the Board following a hearing does not sustain such charges. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or breed. The Board may refuse to entertain jurisdiction of the charges if it does not consider them to be prejudicial to the best interests of the club or breed. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

#### Section 3. Board Hearing

- a) 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 suspend or reprimand the defendant from all privileges of the Club for not more than six months.
- b) 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/her fellow members at the ensuing Club meeting which considers the Boards 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 Boards decision and penalty, if any.

#### Section 4. Expulsion

- a) Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Boards recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club with a quorum present, to be held within 60 days, but not earlier than 30 days after the date of the Boards recommendation. The defendant shall have the privilege of appearing on his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Boards finding and recommendations and shall invite the defendant if present to speak on his/her own behalf if he/she wishes. The meeting shall then vote by secret written 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 Boards suspension shall stand.

### Article VII

#### Amendments

Section 1. The Board may propose amendments to the Constitution and Bylaws of Directors, or by written petition addressed to the Secretary and signed by 20% of the membership in good standing. Amendments proposed by such a petition shall be promptly considered by the Board of Directors and must be submitted to the members with the Boards recommendations for a vote within three months of the date when the petition was received.

Section 2. The Constitution and Bylaws may be amended by a 2/3 vote by secret ballot 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. 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, 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 Club members. After payment of all Club debts, disbursement of property and assets shall be distributed at the discretion of the membership. Any proceeds derived from the sale of property and assets will be donated to an organization for the benefit of dogs, selected by a majority vote of the membership present.

## Article IX

### Order of Business

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

- Roll Call
- Minutes of last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Election of Officers and Board (at Annual meeting)
- Report of Membership
- Election of new members\*
- Unfinished Business
- New Business
- Adjournment

\*This should come after the election of Officers and the Board if taken up at an Annual Meeting.

Section 2. At meeting of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Reading of the minutes of last meeting

Report of the Secretary  
Report of the Treasurer  
Report of Committees  
Report of Membership  
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 in which they are applicable and in which they are not inconsistent with the Constitution and Bylaws and any other special rules of order the Club may adopt.

New 1976	Revised 4/06	Revised 3/08
Revised 7/80	Revised 8/07	
Revised 1986	Revised 10/07	
Revised 1/00	Revised 1/08	