



## **YANKEE GOLDEN RETRIEVER CLUB CONSTITUTION AND BYLAWS**

### **CONSTITUTION**

#### **ARTICLE I. NAME & OBJECTS**

- SECTION 1. The name of the Club shall be YANKEE GOLDEN RETRIEVER CLUB, 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, purebred 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 Golden Retrievers shall be judged.
  - C. To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at matches, dog shows, field trials, obedience trials, tracking tests, hunting retriever tests, and agility trials.
  - D. To conduct sanctioned and licensed matches, specialty shows, field trials, obedience trials, tracking tests, hunting retriever tests, and agility trials under the rules of The American Kennel Club.
  - E. To foster the training and well-being of Golden Retrievers.
- SECTION 3. The Club shall not be conducted or operated for profit and no part of any profit or remainder or residue from dues or donations to the Club shall enure to the benefit of any member or individual.
- SECTION 4. The members of the Club shall adopt and may from time to time revise bylaws as may be required to carry out these objects.

### **BYLAWS**

#### **ARTICLE I. MEMBERSHIP**

- SECTION 1. **ELIGIBILITY:** Membership will be open to all persons 18 years of age or older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the Golden Retriever fancier in its immediate area. Each member of a Household shall be considered a Club member. Life memberships may be granted by majority vote at the annual meeting. Life members pay no dues but may vote.
- SECTION 2. **DUES:** During the month of September, the Board of Directors shall fix the amount of the annual dues for the following year. Single membership dues shall not exceed \$30.00 and Household memberships shall not exceed \$35.00. During the month of October, a dues statement, payable on the first day of January of the following year, shall be mailed to each club member. No member may vote who has not paid his dues for the current year.

**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. The application shall state the name and address of the applicant and shall carry the endorsement of two members in good standing.

The application shall be submitted to the membership chairman together with the current year's dues. The membership chair shall submit the name of the applicant to the membership for comments by publication of the applicant's information in the official Club newsletter and by a reading of the applicant's information at the first meeting of the Club following its receipt. At the next Club meeting following the reading and completion of all membership requirements, the application will be voted upon. Affirmative votes of 2/3 of the members present and voting at that meeting shall be required to elect the applicant.

- B. Applicants for membership who have been rejected by the Club may not reapply within six (6) 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 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 sixty (60) days after the first day of the fiscal year. Dues submitted after the first day of the fiscal year may entail a late fee, to be determined by the Board of Directors, which must be included with the renewal. However, the Board may grant an additional thirty (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 if his dues remain unpaid as of the date of that meeting.

- C. **BY EXPULSION:** A membership may be terminated by expulsion as provided in Article VI of the Bylaws.

**SECTION 5. No individual member may incur indebtedness on behalf of the Yankee Golden Retriever Club.**

**ARTICLE II. MEETINGS and VOTING**

- SECTION 1. CLUB MEETINGS:** Meetings of the Club shall be held in the greater Boston area on the fourth Tuesday of every other month, 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 Secretary at least ten (10) days prior to the date of the meeting. 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 of Directors 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 (5) members of the Club in good standing. Such meetings shall be held in the greater Boston area at a place, date, and hour designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary to each member at least five (5) days and not more than fifteen (15) days prior to the date of the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such a meeting shall be twenty (20%) of the total members in good standing.

- SECTION 3. BOARD MEETINGS:** Meetings of the Board of Directors shall be held each month in the greater Boston area at such hour and place as may be designated by the Board. Written notice of each Board Meeting shall be mailed by the Secretary to each member of the Board at least five (5) days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the members of the Board of Directors.

- SECTION 4. SPECIAL BOARD MEETINGS:** Special Board Meetings may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held in the greater Boston area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meetings shall be mailed by the Secretary at least five (5) days and not more than ten (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 members of the Board of Directors.

SECTION 5. VOTING: Each member in good standing, 18 years of age or older, 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. Voting by proxy shall not be permitted.

SECTION 6. ELECTRONIC COMMUNICATION. The club may send members email notification of club meetings (including renewal forms, dues notices, minutes, and newsletters), and may send board members email notification of board meetings, provided that the member or board member has signed 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.

### **ARTICLE III. OFFICERS AND DIRECTORS**

SECTION 1. BOARD OF DIRECTORS: The Board of Directors shall be comprised of the President, Vice President, Secretary, Treasurer six (6) other persons to serve as Directors, and one (1) Advisor-Director, all of whom shall be members in good standing. The four officers shall be elected for one (1) year terms at the Club's Annual Meeting as provided in Article V and shall serve until their successors are elected, for a maximum of four consecutive terms. The six (6) Directors shall be elected and serve for alternating two (2) year terms; three (3) Directors to be elected each year, for a maximum of two (2) consecutive terms. The Directors shall be elected at the Club's Annual Meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

A. ELIGIBILITY FOR THE BOARD OF DIRECTORS: No person may be elected to the Board of Directors who has not been an active member of the Club for at least two (2) years and has served as a Committee member for at least one (1) of those years. Only one (1) person from an individual household may be nominated to or serve on the Board of Directors at any one time. Members of the Board of Directors shall be U.S.A. residents.

B. ADVISOR-DIRECTOR: In addition to the six (6) Directors, there shall be one Advisor to the Board, elected by the membership at large. This individual should be a member of the Club in good standing for at least ten (10) years, and have served the Club in some capacity. The Advisor to the Board shall be elected on even years to serve a two year term for a maximum of two consecutive terms.

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 by these Bylaws.

The Present shall be an ex officio member, without voting privileges, of all committees except the Nominating Committee.

B. The VICE PRESIDENT shall have the duties and exercise the powers of the President in case of the President's death, absence, resignation 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. He shall have charge of the correspondence and shall notify members of meetings.

D. The TREASURER shall collect and receive all monies due or belonging to the Club. He shall deposit the same in a bank satisfactory to the Board, in the name of the Club. His books shall, at all times, be open to inspection by the Board, and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. At the Annual Meeting he shall render an account of all monies received and expended during the previous fiscal year. The Treasurer may be bonded in such amount as the Board of Directors shall determine.

SECTION 3. TERMS OF OFFICE: The President, Vice President, Secretary, Treasurer, and Directors shall be elected from the membership at large.

A. The elected Officers and Directors shall take office immediately upon the conclusion of the Annual Meeting and each retiring Officer shall turn over to his successor in office, all properties and records relating to that office within thirty (30) days after the election.

SECTION 4. VACANCIES: Any vacancy 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 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. A vacancy in the office of the

President shall be filled automatically by the Vice President as provided in Section 2, B of this Article, for the remainder of the unexpired term; and the resulting vacancy in the office of Vice President shall be filled by the Board. At the next Annual Election, the membership shall fill any unexpired term of office by election.

**SECTION 5. BUSINESS PROCEDURE.** Any action that may be legally taken by the Board at a duly called and held meeting, may just as effectively be taken by the Board by mail or e-mail, fax, teleconference or video conference. E-mail may not be used if a secret vote is called for but may be used for all other types of business provided that: 1) every Board member is provided with a means to participate; 2) the identity of each individual participating is verified; 3) a mechanism is in place to ensure all eligible Board members are participating; and 4) each year, Board members agree to participate in this manner. Items voted upon by mail, e-mail, fax, teleconference or video conference must be confirmed in the meeting minutes by the Secretary within seven days. Members of the Club shall be duly informed of all business transacted by the Board.

#### **ARTICLE IV. THE CLUB YEAR, NOMINATIONS, ELECTIONS**

**SECTION 1. CLUB'S OFFICIAL YEAR:** The Club's Official Year shall begin immediately after the announcement of the election results at the Annual Meeting and shall continue through the announcement of the election results at the next Annual Meeting. The Officers and Directors shall take office immediately upon the conclusion of the Annual Meeting.

A. **CLUB'S FISCAL YEAR:** The Club's Fiscal Year shall begin on the first day of January of each calendar year and end on the 31<sup>st</sup> day of December of that same year.

**SECTION 2. ANNUAL MEETING:** The Annual Meeting of the Club shall be held in the greater Boston area in the month of January at a place, date, and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be mailed by the Secretary to each member or published in the official Club newsletter at least thirty (30) days prior to the date of the meeting. The quorum for the Annual Meeting shall be 20 percent (20%) of the total members in good standing, or twenty-five (25) members in good standing, whichever is greater.

**SECTION 3. NOMINATING COMMITTEE:** During the month of September, the Board of Directors shall select a Nominating Committee. The Committee shall consist of three (3) members and two (2) alternates, all of whom shall be members in good standing of the Club, and no more than one (1) of whom may be a member of the current Board of Directors. The Secretary shall immediately notify the Committee-men and Alternates of their selection. The Board of Directors shall name a Chairman for the Committee and it shall be his duty to call a committee meeting which shall be held on or before October 15.

A. **NOMINATIONS:** No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. The Nominating Committee shall nominate from among the eligible members of the Club one candidate of each office and five candidates for the other position on the Board, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing. The Secretary shall mail the list of candidates to each member of the Club at least two (2) weeks before the November Club meeting so that additional nominations may be made by the members, at the November meeting, if they so desire. Nominations cannot be made at the Annual Meeting or in any manner other than as provided for in this section.

#### **SECTION 4. ANNUAL ELECTION**

A. **INSPECTORS OF ELECTIONS:** Not later than two (2) weeks prior to the Annual Meeting, the Board of Directors shall appoint not less than three (3), nor more than six (6), Inspectors of Election and two (2) alternates, from among the members who are in good standing and who are neither members of the current Board of Directors nor are candidates on the ballot, to count the ballot.

B. **BALLOTS:** Nominees for each position shall be listed in alphabetical order. The ballot shall carry no indication of the manner in which the candidates were nominated.

C. **ELECTION:** The nominated candidate receiving the greatest number of votes for each position, according to a tally by the Inspectors of Election at the Annual Meeting shall be deemed elected.

D. **VACANCIES:** If any nominee, at the time of the Annual Election, is unable to serve for any reason, such nominee shall not be elected, and any vacancy which might be so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 4.

## **ARTICLE V. COMMITTEES**

- SECTION 1. The Board of Directors may each year appoint standing Committees to advance the work of the Club in such matters as specialty show, field trials, obedience trials, tracking tests, trophies, newsletter, puppy kindergarten, membership, and other areas it may deem necessary to the functioning of the Club. Special Committees may also be appointed by the Board of Directors to assist it on particular projects. All committees, except the Nominating Committee, shall be subject to the final authority of the Board.
- SECTION 2. **TERMINATION OF A COMMITTEE APOINTMENT:** Any Committee appointment may be terminated by a majority vote of the then members of the Board of Directors upon written notice to the appointee, and further, the Board of Directors may appoint successors to those persons whose service has been terminated.
- SECTION 3. **NATIONAL CLUB DELEGATE:** The Delegates to the Golden Retriever Club of America and such other clubs as the Board deems appropriate shall be appointed annually by the Board of Directors.

## **ARTICLE VI. DISCIPLINE**

- SECTION 1. **AMERICAN KENNEL CLUB SUSPENSION:** Any member who is suspended from the privileges of The American Kennel Club or the Golden Retriever Club of America automatically shall be suspended from the privileges of this Club for a like period.
- SECTION 2. **CHARGES:** Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club or breed. Written charges with specifications must be filed duplicate with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board of Directors (or a Committee as provided for herein) following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board of Directors or present them at a Board Meeting, and the Board shall first consider by a majority vote of its fixed members, whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed. If the Board of Directors 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, by the Board or the Board may appoint a Committee of two (2) Board Members and three (3) members of the Club in good standing eligible to vote to hear the charges. The Secretary shall send one copy of the exact charges to the accused member by certified mail, wherein he is directed to appear as cited, together with a notice stating the date, hour, and place of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.
- SECTION 3. **HEARING:** The Board of Directors shall have the complete authority to decide whether council may attend the hearing, but both the complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after all the evidence and testimony presented by the complainant and defendant, the Board or Committee may, by a majority vote of its fixed members, suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. 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 recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall promptly notify each of the parties of the 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 recommendation of the Board of Directors or Committee as provided in Section 3 of the 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 findings and recommendations, and shall invite the defendant, if then present, to speak on his own behalf if he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (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 twenty percent (20%) of the members in good standing eligible to vote on the question. 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 (3) months of the date when the petition was received by the Secretary.
- SECTION 2. The Constitution and Bylaws may be amended by a vote of two-thirds (2/3) of the members in good standing 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 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 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
- Minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of the Committees
- Election of Officers and Board (at Annual Meeting)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

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

- Reading of the minutes of the last meeting
- Report of the Secretary
- Report of the Treasurer
- Report of the Committees
- Unfinished business
- New Business
- Adjournment

## **ARTICLE X. PARLIAMENTARY AUTHORITY**

- SECTION 1. The Current edition of Robert's Rules of Order shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Club may adopt.

Accepted: November 16, 1999  
Revised and Accepted: January 25, 2014