

# **The Marin Retriever Club Constitution and By Laws**

## **NAME AND OBJECTS**

The name of the Club shall be the Marin Retriever Club, hereinafter referred to as “the Club.”

The objects of the Club shall be to promote the training of pure-bred retriever breeds; to disseminate knowledge regarding field training; to conduct field training sessions for the training of retriever breeds and their handlers; to encourage and cooperate with individuals and other groups with similar purposes; to hold and support Hunting Retriever Tests; exhibitions and matches under the rules and regulations of the American Kennel Club; To encourage the training of judges and to promote cooperation and good sportsmanship among its members in the training and exhibition of retriever breeds.

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 individual or member.

The members of the Club shall adopt and revise such By-Laws, as may be required, to carry out these objectives.

## **ARTICLE 1**

### **MEMBERSHIP**

#### **Section 1 Eligibility**

Membership shall be open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and are in accord with the purposes of this Club. While membership is to be unrestricted as to residence, the Club’s primary purpose is to be representatives of the Breeders and exhibitors in its immediate area.

#### **Section 2 Dues**

Membership dues will be evaluated and or adjusted yearly to secure normal operational costs to the club. Dues are based on the membership selection for new members and current members. The membership selections are identified as “New/Initial, Active and Sponsor’ and identifies membership type as “Single” or “Family” (same house hold).

- **Active:** Club members who help or assist at club sponsored Training Days, Hunt Tests or special club events.
- **Sponsor:** Club members who choose not to help or assist at Training Days, Hunt Test or Special Club events (Sponsor members are permitted to participate at any and all events).
- **Honorary:** An individual who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues and are not eligible to vote but can maintain regular (or family) membership if they pay their dues.
- **Life:** For those individuals who have been members for a long period of time (usually 20+ years); Life members pay no dues but are eligible to vote and hold office.

Membership fees will be listed in the membership application form and is determined upon the club's yearly expenditures. Membership fees must be approved by the MRC board. Membership dues shall be payable on the first day of January of each year. During the month of November, the Treasurer shall ensure that members are reminded by mail (or electronic mail) of the upcoming dues for the ensuing year.

### Section 3 Election to Membership

Each applicant for membership shall apply on a form as approved by the Board which shall provide that the applicant agrees to abide by the Club's Constitution, By-Laws and the rules of the American Kennel Club. Each new member(s) shall provide their name, address, and breed of dog owned and it shall carry the endorsement of one Club member of good standing (current Club member for a minimum of six (6) months). Accompanying the application, the prospective member shall submit dues payment for the current year. Dues paid after September 1st of the existing year shall also carry a new member through the following year.

Applicants for membership who have been rejected by the Club may not re-apply within six months of such rejections. See Article 6.

All applications shall be submitted to the Board of Directors for review and action. New members will be accepted by a majority vote of the Board of Directors.

Marin Retriever Club is a "working" Club. All "active level" members must agree to help or assist in at least, one event or project per year (i.e. Hunt Test, Training Day, Committee or other Special Project) the proceeds of which benefit the Club.

#### Section 4 Termination of Membership

- 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 will incur beginning on the first day of the year.
- b) By Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid for 30 days after the first of the fiscal year; however, the Board may grant an additional 30 days of grace to any delinquent member 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 the meeting.
- c) By Expulsion: A membership may be terminated by expulsion as provided in Article 6 of these By-Laws.

## **ARTICLE 2**

### **MEETING AND VOTING**

#### Section 1 Club Meetings

Meeting of the Club should be held at least quarterly, and at such hour and place as designated by the Board of Directors. Telephone conference calls qualify as meetings. Written (or e-mail) notice of each such meeting shall be included in e-mail to all members if appropriate. The quorum for each meeting shall be ten (10) 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 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 (5) members of the Club who are in good standing. Such special meeting shall be held 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 e-mailed by the Secretary at least five (5) days and not more than fifteen (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 ten (10) percent of the members in good standing.

### Section 3 Board Meeting

Meeting of the Board of Directors shall be held at least quarterly prior to regular meetings, at such hour and place as may be designated by the Board. Written notice of such meeting shall be e-mailed by the Secretary at least five (5) days prior to the date of the meeting; the quorum for such a meeting shall be a majority of the Board. Every effort shall be made to distribute the Agenda at least 72 hours prior to the scheduled meeting.

### 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 (3) members. Such special meetings shall be held, at such place, date and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such a meeting shall be e-mailed by the Secretary at least five (5) days and not more than fifteen (15) 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 meeting shall be a simple majority of the Board.

### Section 5 Voting

Each voting member in good standing whose dues are paid for the current year shall be entitled to one vote at any general meeting of the Club at which he/she is present. Proxy voting will not be permitted at any club meeting or election.

Any voting done at any meeting shall be considered valid if a quorum is present as defined in Article 2, Section 1. The Secretary will determine, by a verbal count, if a quorum is present to conduct general business. (This will be in addition to the written attendance taken at the beginning of each regular meeting).

## ARTICLE 3

### DIRECTORS AND OFFICERS

#### Section 1 Board of Directors

The Board shall be comprised of the President, Vice President, Secretary, Treasurer, and immediate past president and three (3) other persons, (Directors at Large), all of whom shall be elected for one year terms at the Club's annual meeting as provided in Article 4 and shall serve until their successors are elected. The exception to this would be the Treasurer, and Secretary who shall serve for two years to keep fiscal and recordkeeping continuity. General management of the Club's affairs shall be entrusted to the Board of Directors. The president will not vote on Club matters unless needed to vote in the event of a tie, and whose vote will then act as a tie breaker.

#### 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 By Laws. The President & the Board shall have the authority to appoint special committees' and make special appointments for projects in the furtherance of the Club's interests. Further, the President has the responsibility to develop and maintain current Policies and Procedures for the operation of the Club. This will be accomplished with the cooperation and assistance of Board Members.
- b) The Vice President shall have the duties and exercise the power of the President in case of the Presidents death, absence or incapacity. He/she shall also organize the training program and coordinate training events.
- 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/she shall have all charge of correspondence, notifying members of meetings, notifying member of their petition to membership, notifying officers and directors of their election of office, keep a role of the members of the Club with their addresses and carry out other duties as are prescribed by these By Laws.

d) 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. His/her recordkeeping program or book shall be at all times open to inspection of the Board and he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt of payment not before reported: and at the annual meeting he/she shall render an account of all the monies received and expended during the current fiscal year, including a report of any special event. The Treasurer is also responsible for filing proper paperwork to ensure and maintain the Club's 501.C (7) status. The Treasurer should be bonded as soon as taking office, in accordance with any requirements and mandates currently in place. If the newly elected Treasurer is unable to be bonded, they shall immediately resign and be replaced by special election.

### Section 3 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 the 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 the President shall be filled by the Vice President, and the resulting vacancy in the office of the Vice President shall be filled by the Board.

## **ARTICLE 4**

### **THE CLUB YEAR, ANNUAL MEETING, ELECTIONS**

#### Section 1 Club Year

The Club's fiscal year shall begin the first day of January and end the 31<sup>st</sup> day of December. The Club's official year shall begin immediately at the end 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 December at which time officers and directors for the ensuing year shall be elected by ballot from among those nominated in accordance with Section 3 of this Article. 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 thirty (30) days after the election.

### Section 3 Nominations

No person may be a candidate in a Club election who has not been nominated. By the 15th of October the President shall select a Nominating Committee consisting of two members not more than one of whom may be a member of the Board of Directors, and one (1) of which shall act as a Chairperson of the Nominating Committee. It shall be the committee's duty to locate, enlist and promote those persons who have a desire to serve on the Board for the upcoming year(s).

- a) The committee shall begin nominating candidates for each office coming vacant, including Board of Directors and immediately report their nominations to the Secretary. Nominations made by the Committee shall include the name of any member who had identified his/her desire to serve the Club in a designated office by sending written/e-mail notice to the Chairperson of the Nominating Committee.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall forthwith notify each member in writing /e-mail of the candidate nominated.
- c) Nominations received after November 30<sup>th</sup> will not be considered. No person shall be a candidate for more than one office.

## ARTICLE 5

### COMMITTEES

#### Section 1

The President and or the Board may each year appoint standing committees to advance the work of the Club in such matters at hunting tests, fun matches, training days, trophies, annual prizes, membership, and other events which may be well served by committees. Such committees shall always be subject to the final authority of the Board. Special committee(s) may also be appointed by the Board to aid on particular projects. Any member of a special committee shall report back to the Board the status of their projects and at any general membership meetings they are present at.

#### Section 2

Committee meetings are those meetings whereby three or more members meet in person or through electronic methods (i.e., telephone conference) to discuss any business in the furtherance of the Club or any event, seminar, training day, or other activity hosted by the Club. Such meetings shall adhere to the

notification requirements listed in Article 2, Section 2, however, the Committee Chair may call together a meeting of their committee without notifying the Secretary or the Board, provided proper notification is given to all Committee members as explained in Article 2, Section 2 above.

### Section 3

Any committee may be terminated by a majority vote of the full membership of the Board upon written notice to the appointed; or by expiration of length of term previously agreed upon and the Board may appoint successors to those persons whose services have expired or been terminated.

## **ARTICLE 6**

### **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 interest of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a non-refundable deposit of fifty (\$50) dollars which shall be deposited in the Club's treasury for general funds. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, constitute conduct prejudicial to the best interests of the Club. If the Board entertains jurisdiction of the charges it shall fix a date of hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges to the accused member by registered mail 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

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 the defendant from all privileges of the Club for a minimum of six (6) 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 rights to appear before his/her fellow members at the ensuing Club meeting which considered the Board's recommendation. Immediately after the Board has reached a decision, this finding 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

Expulsion of a member from the Club may be accomplished only by a meeting of the Club following a Board hearing and upon the Board's recommendations 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/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/her behalf if proposed expulsion. A two thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, the Boards suspension shall stand.

## **ARTICLE 7**

### **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. Amendment(s) 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 30 days of the date when the petition was received by the Secretary.

#### Section 2

The Constitution and By Laws may be amended by a majority vote of the members present and voting at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notice and e-mailed to each member at least two (2) weeks prior to the date of the

meeting. Amendments may also be made electronically. The Secretary shall send the proposed amendments to all current voting members and request for an electronic vote response within two weeks. Should 20% of the current members vote favorably, then the amendment shall pass.

## **ARTICLE 8**

### **DISSOLUTION**

#### Section 1 Dissolution

The Club may be dissolved at any time by the written consent of not less than two-thirds of the members. 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 member of the Club, but after payment of the debt 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 9**

### **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 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)

Approval 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:

Minutes of the last meeting

Report of the President

Report of the Secretary

Report of the Treasurer

Report of the Committees

Approval of New Members

Unfinished Business

New Business

Adjournment

**Original Draft: 1978**

**1<sup>st</sup> Revision: 1984**

**2<sup>nd</sup> Revision: 1994**

**3<sup>rd</sup> Revision: 2009**

**4<sup>th</sup> Revision: 2011**

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