
GREATER HOUSTON GOLDEN RETRIEVER CLUB CONSTITUTION

Article I -- Name and Objectives

Section 1

The name of the Club shall be Greater Houston Golden Retriever Club ("the Club").

Section 2

The objectives of the Club shall be:

- a) To encourage and promote the quality 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 ("AKC") 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 dog shows, obedience trials, field trials, tracking tests, hunting tests, and other events.
 - d) To conduct sanctioned and licensed specialty shows, obedience trials, field trials, tracking tests, hunting tests, and other events for which the Club is eligible under the rules of the AKC or the Golden Retriever Club of America ("GRCA").
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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 by-laws as may be required to carry out these objectives.

GREATER HOUSTON GOLDEN RETRIEVER CLUB BY-LAWS

Article I -- Membership

Section 1 - Eligibility

Membership shall be open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

- a) Active membership shall be open to individuals 18 years of age or older who are in good standing with the AKC and the GRCA, which shall have voting privileges.
- b) Junior membership shall be open to persons 10 - 17 years of age who have met the eligibility requirements. These members shall have all rights and privileges of the Club except that they shall not vote or hold office. Persons attaining the age of 18 shall gain full privileges upon payment of Active membership.
- c) Associate membership shall be open to any person who supports the purpose of the Club, but cannot normally attend monthly Club meetings. These members shall have all rights and privileges of the Club except that they shall not vote or hold office.
- d) Any member who has been an active member of the Greater Houston Golden Retriever Club for at least 15 years and who has rendered outstanding service to the Club may be proposed by a member of the Board for election to Life membership. Election shall be by an affirmative two-thirds (2/3) vote of the Board members present. Life members shall not be required to pay dues, and shall be considered voting members of the Club for the remainder of their lifetime.
- e) Any individual who has rendered exceptional service to the Club or to the breed may be proposed by a member of the Board for election to an Honorary membership. Election shall be by an affirmative two-thirds (2/3) vote of the entire Board. Honorary members shall not be required to pay dues and shall have all the rights and privileges of membership except the rights to vote and hold office.

Effective January 1, 2011, in order for any Active or Life member to retain voting privileges, each such member shall be required to establish and maintain Support of the Club. Support of the Club is defined as each voting member

- 1) Helping in some meaningful capacity (in some capacity other than solely as a competitor) during at least one (1) Club event during the past year, and
- 2) Attending at least two (2) Club meetings during the past year.

A Club event is defined as an AKC sanctioned, licensed or member event, a GRCA event sponsored by the Club, or a Club hosted or sponsored (or co-hosted or co-sponsored) event, including a Club training day, Annual Well Dog

Clinic, Club picnics or parties, or other events held by the Club during the past year.

If an Active or Life member does not fulfill the Support of the Club requirement, then such membership shall be renewable the following year only as an Associate or Honorary membership, respectively. Event secretaries and the Membership Secretary shall maintain records of members' Support at the relevant events and make such records available to the membership. In the event of a discrepancy in the records of a member's Support, the member shall be responsible to provide details of his Support history to the Membership Secretary to retain voting privileges.

Section 2 - Dues

Membership dues are payable on or before January 1st each year. The Board of Directors shall recommend the dues for the following year for each classification of membership to the membership at or before the October meeting. This recommendation will be published in the newsletter and voted on by the membership at the next meeting, only if a dues change is recommended by the Board. Annual dues shall not exceed \$100 for any membership type. Approval of dues shall require a 2/3 vote of the quorum present and voting. New members joining on or after September 1st shall have their dues applied to the entire following year. No member may vote whose dues are not paid for the current year.

Section 3 - Election to Membership

- a) Active Membership application shall be made on an approved form, and submitted in person at a regular meeting with appropriate dues. The application form shall include a provision that the applicant agrees to abide by the by-laws of the Club and the rules of the American Kennel Club.
- b) Application for Junior and Associate Membership shall be made on an approved form, filed with the Membership Secretary. The application form shall include a provision that applicant agrees to abide by the by-laws of the Club and the rules of the American Kennel Club.
- c) All applications for Active Membership shall be filed with and read by the Membership Secretary for the first time at the next Club meeting following its receipt. Following a second reading (which shall be during the next Club meeting), the applicant shall be voted on by secret ballot and may be elected as an Active Member by a 2/3 vote of the members present and voting. Applicants shall be excused during balloting.
- d) Applicants for membership who have not been favorably considered by the Club may re-apply after six (6) months from the last unfavorable consideration. If the application is again denied, or should the applicant not be presented for membership, another application may be made one year following the initial application.

Section 4 - 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 become incurred on the first day of January of each year.
- b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after 60 days from the due date. In no cases may a person be entitled to vote at any Club meeting whose dues are unpaid at as of the date of the meeting.
- c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these by-laws

Article II -- Meetings and Voting

Section 1 - Club Meetings

Meetings of the Club shall be held at least once per calendar quarter in the greater Houston area at such day, hour, and place as may be designated by the Board of Directors. The Secretary shall make notice of such meeting at least 10 days prior to the date of the meeting. Notices of Club meetings may be by email sent to the last known email address for each Club member or otherwise published through Club media. All members are responsible for notifying the Secretary of address and email changes. The quorum for such meetings shall be 20% of the voting 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 5 members of the Club who are in good standing. Such special meetings shall be held in the greater Houston area at such day, hour, and place as may be designated by the person or persons authorized herein to call such meetings. Notice of such meetings shall be sent 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 there. Notices of Special Club meetings may be by email sent to the last known email address for each Club member or otherwise published through Club media. The quorum for such a meeting shall be 20% of the voting members in good standing.

Section 3 - Board Meetings

Meetings of the Board of Directors shall be held in the greater Houston area each year, at such a day, hour, and place as may be designated by the Board. The Secretary shall send notice of each meeting at least 5 days prior to the date of the meeting. Notices of Board Meetings may be by email sent to the last known email address for each Board member or otherwise published through Club Board media. Board meetings may be held by physically gathering in the same room or through the use, in whole or part, of both video conference and/or teleconference. The Board of Directors may conduct Club business requiring a vote of the Board in person, by video conference, teleconference or through mail, fax or email. Provided however, Club business conducted through mail, fax or email shall require: (1) consent of all Board members, (2) participation by all Board members, (3) confirmation by the Secretary of the identity of each Board member so participating, and (4) verification that all Board members are, in fact, participating. Additionally, all Club business conducted through mail, fax or email shall be read into the minutes at the next Board Meeting. The quorum for such meetings shall be a majority of the Board.

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 3 members of the Board. Such special meetings shall be held in the greater Houston area at such day, hour, and place as may be designated by the person authorized herein to call such meeting. Special Board meetings may be held through the use, in whole or part, of both video conference and/or teleconference. The Secretary shall send notice of such 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 may be transacted thereat. Notices of Special Board meetings may be by email sent to the last known email address for each Board member or otherwise published through Club Board media. A quorum for such meetings shall be a majority of the Board.

Section 5 - Voting

Each Active 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. Each Life member in good standing for the current year shall be entitled to one vote at any meeting of the Club at which he is present. Absentee balloting and proxy voting shall not be permitted at any Club meeting or election.

Article III -- Directors and Officers

Section I - Board of Directors

The board shall be comprised of the President, Vice President, Secretary, Membership Secretary, Treasurer, and four (4) board members, all of whom shall be either Active or Life 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 IV 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, Membership 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 described in these by-laws.
 - b) The Vice President shall have the duties and exercise the powers of President in case of the President's death, absence, or incapacity. The Vice President shall also be the Programs Chairman in charge of location, refreshments, and program for Club meetings.
 - c) The Secretary on behalf of the Club shall have charge of Club correspondence, maintain permanent records and correspondence with the American Kennel Club, keep records of meetings, notify officers and directors of their election to office, and carry out such other duties as are prescribed in these by-laws and those customary to the office.
 - d) The Membership Secretary shall have charge of the Club membership program, keep a permanent record of the members of the Club with their proper addresses and distribute a roster annually, handle membership applications, notify new members of their election to membership (and furnish them with a copy of the Constitution and by-laws and Club roster), and carry out such other duties as are prescribed in these by-laws.
 - f) The Treasurer shall collect and receive all monies due or belonging to the Club, and shall deposit the same in a bank designated by the Board, in the name of the Club. At all times the books shall be open to inspection of the Board and the Treasurer 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, shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount, if any, as the Board of Directors shall determine. During the month of November, the Treasurer shall send to each member a statement of his dues for the ensuing year.
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Section 3 - Vacancies

Any vacancies occurring on the Board or among the offices during the year shall be filled 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

Section 1 - Club Year

The Club's fiscal year shall begin on the first day of January and end on the 31st 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, written 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 his successor in office the 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. Of the candidates nominated for the positions of "Board Member," the four candidates receiving the greatest number of votes shall be elected as Board members.

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 who shall 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 duty to call a committee meeting, which shall be held on or before October 1st.

- a) The committee shall nominate at least one candidate for each office, and at least four (4) candidates for the four other positions on the Board, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing or by email.

- b) Upon receipt of the Nominating committee's report, the Secretary shall notify each member in writing, at least two weeks before the November meeting, of the candidates so named.
- c) Additional nominations may be made at the November 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 the meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position, and the additional nominations, which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- e) 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, hunting tests, field trials, 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 appointed 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 those persons whose services have been terminated.

Article VI -- Discipline

Section 1 - American Kennel Club Suspension

Any member who is suspended from any of the privileges of the American Kennel Club automatically shall be suspended from all of the privileges of this Club for a like period.

Section 2 - Charges

- a) Any member may refer 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 with the Secretary together with a deposit of \$20 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 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 the breed. If the Board considers that the charges do not allege conduct that 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 by the Board not less than 3 weeks or 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 hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes. Hearings may be held in person, by video conference or teleconference as determined by the Board.
- b) Any member may request mediation by the Board as an informal means to resolve minor conflicts that arise within the Club. The Secretary must receive a written mediation request. The Secretary will then send written notification to the Board and all persons involved in the dispute, and call a Board meeting giving at least 2 weeks' notice.

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 the 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 rights 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 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 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 present, to speak in his own behalf if he 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 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 twenty (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 by 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 by-laws may be amended by a 2/3 vote of the quorum present and voting at any regular or special meeting called for the purpose, providing the proposed amendments have been included in the notice of the meeting and made available to each member at least two weeks prior to the date of the meeting. Notice of proposed Constitution and by-law amendments may be by email sent to the last known email address for each Club member or otherwise published through Club media.

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, other than for purposes of reorganization, whether voluntary or involuntary, or by operation of the law, none of the property of the Club or 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 meetings of the Club, the order of business, so far as the character and nature of the meeting shall permit, shall be as follows:

- 1) Call to order and roll call
- 2) Reading and approval of the minutes from previous meeting and Board meeting
- 3) Report of President
- 4) Report of Secretary
- 5) Report of Treasurer
- 6) Report of Committees
 - a) Standing
 - b) Special
- 7) Election of officers at annual meeting
- 8) Election of new members
- 9) Unfinished business
- 10) New business
- 11) Announcements
- 12) Adjournment

Section 2

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

- 1) Call to order and roll call
- 2) Reading of minutes
- 3) Report of Secretary
- 4) Report of Treasurer
- 5) Report of Committees

- 6) Unfinished business
- 7) New business
- 8) Announcements

Article X -- Rules of Order

Robert's Rules of Order, Newly Revised, shall govern the meetings of the Club in all cases when not provided by these Constitution and by-laws.

Amended by Club Membership January 2011.