

Pacific Rim Golden Retriever Club of Oregon

CONSTITUTION AND BY-LAWS

CONSTITUTION

ARTICLE 1: Name and Objectives

- SECTION 1. The name of the Club shall be the PACIFIC RIM GOLDEN RETRIEVER CLUB OF OREGON.
- SECTION 2. The objectives of the Club shall *be*:
- A. to encourage the selective breeding of Golden Retrievers which possess the highest possible standard of quality, soundness, temperament, natural abilities, and personality as described in the breed standard;
 - B. to accept the standard of the breed as approved by the American Kennel Club and the Golden Retriever Club of America as the only standard of excellence by which the Golden Retriever shall be judged;
 - C. to protect and advance the interest of the breed by encouraging sportsmanlike competition at all dog shows and performance events which include, but are not limited to field, tracking, obedience, rally and agility;
 - D. to conduct sanctioned matches, specialty shows and all performance events under the rules of the American Kennel Club;
 - E. to educate members and the public in the selection, care, training, and breeding of Golden Retrievers.
- SECTION 3. The Club shall not be conducted or operated for profit, and no part of any moneys from dues or donations to the Club shall inure to the benefit of any member or individual.
- SECTION 4. In this document, the PACIFIC RIM GOLDEN RETRIEVER CLUB OF OREGON will be referred to as the Club, and references to it will be capitalized.
- SECTION 5. The members of the Club shall adopt and revise such By-Laws as may be required to carry out these objectives.

BY-LAWS

ARTICLE I: Membership

- SECTION 1. **ELIGIBILITY:** There shall be the following types of membership open to all persons eighteen (18) years of age and older who are in good standing with the AKC and GRCA, and who subscribe to the purposes of this Club:
- A. Individual Membership

- B. Family Membership, which shall consist of two (2) or more family members who reside in the same household.
- C. Associate Membership, which shall be a non-voting member
- D. In addition, Junior Membership, shall be open to all persons between the ages of ten (10) and seventeen (17) years old who meet the requirements specified in the Section 1 of the By-Laws. Junior members shall not vote, nor hold elective office. Upon their eighteenth birthday, Junior Members shall automatically become full members in good standing.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

SECTION 2. **DUES:** Membership dues shall be payable on or before the first day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall remind the members of the amount due and the date due. The membership chair shall have membership forms available for the members at the October, November and December meetings.

SECTION 3. **ELECTION TO MEMBERSHIP:** Each applicant for membership shall apply on a form as provided by the Board of Directors and which shall provide that the applicant agrees to abide by this Constitution and By-Laws, as well as the rules of the American Kennel Club and the Golden Retriever Club of America. The application shall state the name and address of the applicant, and it shall carry the endorsement of one member in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. In order to be considered for membership, the applicant must verify the dates of two (2) or more club meetings attended or one (1) club meeting and one (1) club sponsored event.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting, the application will be voted upon by secret ballot, and affirmative votes of 3/4 of the members present and voting at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may not re-apply within six (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. An individual, who is in debt to the club, is not considered in good standing.
- B. By lapsing: A membership shall be considered lapsed and automatically terminated if such members' dues remain unpaid after March 1 or if their GRCA membership has lapsed.
- C. By expulsion: A membership may be terminated by expulsion as provided in Article VI, Section 4, of these Constitution and By-Laws.

SECTION 5. **REINSTATEMENT OF MEMBERSHIP:** A person whose membership has lapsed under Section 4B of this Article may apply to the Board for reinstatement within the same calendar year. All other persons whose memberships have terminated must apply for election to membership as described in Section 3 of this Article.

ARTICLE II: Meeting and Voting

SECTION 1. **CLUB MEETINGS:** Meetings of the Club shall be held within the greater Salem, Oregon area at such hour and place as designated by the Board of Directors. There shall be not less than eight (8) meetings each year, in addition to the Annual Meeting. These Regular Meetings shall be held during the third week of the month, or at such time and place as may be designated by the Board of Directors. The Annual Meeting shall be held in the month of April. However, monthly meetings are to be encouraged. Notice of each such meeting shall sent 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 a majority vote of the members of the Board of Directors who are present at a 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 meetings shall be held within the greater Salem, Oregon area at such hour and date and place as may be designated by the person or persons authorized herein to call such meetings. Notice shall be sent by the Secretary at least ten (10) days and not more than fifteen (15) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such a meeting shall be 20% of the membership in good standing.

Emergency conference calls or online meetings may be called at the behest of the Board of Directors.

SECTION 3. **BOARD MEETINGS:** Meetings of the Board shall be held within the greater Salem, Oregon area at least six to eight (6-8) times per year at such times and places as designated by a majority vote of the entire Board. Notice shall be sent to each member of the Board 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.

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 requests from any three (3) members of the Board. Such special meetings shall be held within the greater Salem, Oregon area at such hour, date, and place as may be designated by the person authorized herein to call such meetings. Notice of such meeting shall be sent to all Board Members by the Secretary at least five (5) days prior to the date of the meeting. Such notice shall state the purpose of the meeting and no other business shall be transacted. A quorum for such meetings shall be a majority of the Board of Directors.

SECTION 5. **VOTING:** Each member in good standing, (except Associate and Junior Members) whose dues are paid for the current year and who has attended a minimum of three (3) club meetings within the last twelve (12) months, shall be entitled to one vote at any meeting of the Club at which s/he is present. Proxy voting or mail-in voting will not be permitted at any Club meeting or election. Elections shall be held by written ballot.

ARTICLE III: The Board of Directors

SECTION 1. **BOARD OF DIRECTORS:** The Board of Directors shall be comprised of the four (4) Officers who shall be called President, Vice-President, Secretary, Treasurer, and five (5) other persons who shall be called General Board Members. All nine (9) individuals shall be members in good standing and shall be elected for one (1) year terms at the Club's Annual Meeting as provided in Article IV.

- A. General management of the Club's affairs shall be entrusted to the Board of Directors. On items of business which have significant or substantial impact on club affairs, the Board is encouraged to recommend an appropriate course of action to the General Membership for approval.

SECTION 2. **OFFICERS:** The Officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer, who shall be elected to one-year terms of office and 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 the President in addition to those particularly specified in these Constitution and By-Laws.
- B. The Vice-President shall succeed to exercise the duties and have the powers of the President in case of the President's death, absence, or incapacity. The Vice-President shall serve as Club Sergeant at Arms and Membership Chairperson. The Membership Chair will keep and publish annually a list of current members and their address, phone number(s), email address and any

other pertinent information as deemed necessary by the Board and notify new members of their election to membership.

- C. The Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken and of all matters of which a record shall be ordered by the Club. The Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify Officers and General Board Members of their election to office, keep a roll of the members of the Club as provided by the Vice-President with their addresses and publish same annually and carry out such other duties as are prescribed in these Constitution and By-Laws. The Secretary shall keep an ongoing file of current club business.
- D. The Treasurer shall collect and receive pertinent receipts and all monies due or belonging to the Club. The Treasurer shall deposit the same in a bank satisfactory to the Board in the name of the Club. The Treasurer's books shall at all times be open to inspection by the Board and shall report to the Board and General Membership at every meeting the condition of the Club's Finances and every item, receipt or payment not yet reported. An account of all monies received and expended during the previous fiscal year shall be rendered at the Annual Meeting. There shall be an annual audit, by a Committee appointed by the Board, of the Club's books and an accounting of the Club's property.

SECTION 3. **VACANCIES:** Any vacancy occurring on the Board of Directors during the year shall be filled until the next Annual Election by a majority vote of all the remaining members of the Board at its first regular meeting following the creation of such vacancy.

ARTICLE IV: The Fiscal Year, Annual Meeting, Elections, Books, and Records

SECTION 1. **FISCAL YEAR:** The Club's fiscal year shall begin on the first day of January and end on the thirty-first day of December.

SECTION 2. **ANNUAL MEETING:** The Annual Meeting shall be held in the month of April at which the Board of 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 joint Board Meeting after 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:** Any person nominated for a Club election must be a voting member in good standing. During the month of December, the Board shall select a Nominating Committee from a list of volunteers consisting of three (3) members; not more than one (1) of whom shall be a member of the Board. The Secretary shall immediately notify the committee members of their election. The Board shall name a Chairperson for the Committee and it shall be his/her duty to call a committee meeting which may be held on or before February 1. No member may be a candidate in a Club election who has not been nominated by the nominating committee or from the floor by the March meeting.

- A. The committee shall nominate one (1) member as a candidate for each office, and five (5) candidates for the five (5) positions on General Board. After securing the consent of each person so nominated, the Committee shall immediately report their nominations to the Secretary, in writing. No member of the Nominating Committee shall accept nomination from the committee, but may accept nomination from the floor at the March meeting.
- B. Upon receipt of the Nominating Committee's report, the Secretary shall notify each member of the nominating committee's slate, at least two weeks prior to the March meeting.
- C. Additional nominations may be made at the March meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary a written statement from the proposed candidate

signifying his/her willingness to be a candidate. No person may be a candidate for more than one position.

- D. Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this section.

SECTION 4. **ELECTIONS:** The nominated candidate receiving the greatest number of votes from eligible voting members for each office shall be declared elected. The five (5) nominated candidates for the General Board who receive the greatest number of votes for such positions shall be declared elected.

- A. The Secretary shall provide a ballot of the nominated candidates for each position of the Board of Directors.
- B. No write-in votes shall be counted.

SECTION 5. **BOOKS AND RECORDS:** Current books and records of the Club shall be available for inspection by members. The books and records are the direct property of the Club, and shall be returned to the Club.

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, field trials, tracking 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 appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI: Discipline

SECTION 1. **AMERICAN KENNEL CLUB SUSPENSION:** Any member who is suspended from the privileges of The American Kennel Club shall automatically be suspended from the privileges of this Club for a like period.

SECTION 2. **CHARGES:** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the Breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10 which shall be forfeited if such charges are not sustained by the Board following a hearing.

The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the Breed. If the Board 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 by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member via registered mail, together with a notice of the hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if they wish.

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 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 Board's recommendation. Immediately after the Board has reached a decision, its finding 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 proceeding may occur at a Regular or Special Meeting of the Club to be held within sixty (60) days, but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing on 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/her own behalf if s/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 and signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) 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 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 (2) weeks prior to the date of the meeting.

ARTICLE VIII: Dissolution

SECTION 1. **DISSOLUTION:** 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 or 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, the Board of Directors shall select a charitable organization or organizations which benefit dogs and shall donate to them the Club's property and assets.

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 **may** permit, shall be as follows:

- Roll call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election **of** Officers and Board (at annual meeting)
- Election 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:
- Reading of minutes of last meeting
 - Report of Secretary
 - Report of Treasurer
 - Reports of Committees
 - Unfinished business
 - New business
 - Adjournment

ARTICLE X: Parliamentary Authority

- SECTION 1. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any other special rules of order the club may adopt.