

SOUTHERN BERKSHIRE GOLDEN RETRIEVER CLUB

CONSTITUTION

ARTICLE I

Name and Objects

SECTION 1. The name of the Club shall be The Southern Berkshire Golden Retriever Club, Inc. (the "Club").

SECTION 2. The objectives of the Club shall be:

(a) to stimulate interest in the training of Golden Retrievers for Hunting and for competition in Hunting Tests, Field Trials, Obedience Trials, Agility Trials, Tracking Tests, and Dog Shows;

(b) to encourage and promote quality in the breeding of purebred Golden Retrievers and to do all possible to bring their natural qualities to perfection;

(c) to urge members and breeders to accept the standard of the breed as approved by the American Kennel Club;

(d) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike conduct at Hunting Tests, Field Trials, Obedience Trials, Tracking Tests, Dog shows, and Agility Trials;

(e) to encourage the conservation of wildlife through the use of properly trained Retrievers; and

(f) to conduct Licensed Hunting Tests, Sanctioned and Licensed Specialty Shows, Obedience Trials, and Agility Trials under the rules of the American Kennel Club, and Working Certificate and Working Certificate Excellent Tests under the rules of the Golden Retriever Club of America.

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 bylaws as may be required to carry out these objectives.

BYLAWS

ARTICLE I

Membership

SECTION 1. Eligibility.

Membership in this Club shall be in one of two classes: Active or Honorary. Active members may be individual or family (two or more persons residing in the same household). Any person, 18 years of age or older, who is in good standing with the American Kennel Club and who subscribes to the objectives of this Club shall be eligible for membership. Each active member, including up to two (2) persons in a family membership, is entitled to one vote. Family members under 18 years of age may be a part of a family membership but may not vote or hold office.

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

SECTION 2. Dues.

The annual dues shall be determined by the Board of Directors and shall not exceed \$40 per year for an individual membership and \$50 for a family membership. The Board of Directors shall advise the Treasurer of any change in the amount of dues by the 31st day of October. During the month of November, the Treasurer shall send each member a statement of dues for the following year. The annual dues are payable on or before January 1st of each year. Members elected into the Club after September 1 shall not be required to pay dues for the following year. No member may vote whose dues are not paid for the current year. Any member whose dues remain unpaid as of January 31st is considered to have their membership lapsed and will be required to reapply for membership in the Club.

SECTION 3. Election to Membership.

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 this Constitution and Bylaws, and the rules of the American Kennel Club. The application shall state the name and address of the applicant and it shall carry the endorsement of one (1) member who is in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

Applicants may be elected at any meeting of the Board of Directors, and each application shall be voted upon at the first such meeting to occur after the filing of the application with the Corresponding Secretary. Favorable votes of all but one of the Directors present at a meeting of the Board shall be required to elect an applicant. Any application which has received unfavorable action at the Board meeting may be presented by the applicant's endorser at the next General Meeting of the Club and the Club may elect such applicant by the affirmative vote of two-thirds of the members present and voting by secret ballot. Otherwise, no applicant who has been rejected at any Board Meeting may again be considered at any Board Meeting held within twelve (12) months after the date of the last such rejection.

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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 Corresponding Secretary. Upon resignation, any unpaid dues or other payments outstanding and owed to the Club must immediately be paid in full. A member who resigns from the Club and who has outstanding debts owed to the Club, will be prohibited from future membership application until all debts are repaid.

(b) by lapsing. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 31 days after the first day of the fiscal year; however, the Board of Directors may grant an additional 30 day grace period to such delinquent members 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 that meeting.

(c) by expulsion. A membership may be terminated by expulsion as provided in ARTICLE VI of these bylaws.

ARTICLE II

Meetings and Voting

SECTION 1. Club Meetings.

The Club shall hold at least four (4) meetings each year within the Greater Hartford, Connecticut area at such hour, date and place as may be designated by the Board of Directors. Club meetings may be held in person, or via a virtual meeting. Notification of each such meeting shall be sent by U.S. postal services, via email, or posting on the Club's website or social media platform by the Corresponding Secretary at least ten (10) calendar days before the date of the meeting. The quorum for such meeting shall be no less than 10% of the members in good standing.

SECTION 2. Special Club Meetings.

Special Club meetings may be called by the President, 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, or by the Corresponding Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held within the Greater Hartford, Connecticut area at such hour, date and place as may be designated by the person or persons authorized herein to call such meetings. Special Club Meetings may be held in person, or via a virtual meeting.

Notification of such Special Club Meeting shall be sent by U.S. postal services, via email, or posting on the Club's website or social media platform by the Corresponding Secretary at least five (5) calendar days and not more than fifteen (15) calendar days before the date of the Special Club Meeting. The meeting notice shall state the purpose of the meeting and no other Club business may be transacted during the Special Club Meeting. The quorum for such a meeting shall be 20% of the members in good standing.

SECTION 3. Board Meetings.

Meetings of the Board of Directors shall be held at least four (4) times each year within the Greater Hartford, Connecticut area at such hour, date and place as may be designated by the Board of Directors. Board Meetings may be held in person, or via a virtual meeting.

Notification of each such meeting shall be sent via U.S. postal services, via email or posting on the Club's website or social media platform by the Corresponding Secretary at least five (5) calendar days before the date of the meeting. The quorum for such a meeting shall be a simple majority of the Board.

SECTION 4. Special Board Meetings.

Special Board meetings of the Board of Directors may be called by the President or by the Corresponding Secretary upon receipt of a written request signed by at least two (2) members of the Board. Such requests submitted via email are acceptable. Special Board Meetings may be held in person, or via a virtual meeting, at such hour and date as may be designated by the person authorized herein to call such a meeting. If held in person, such special meetings shall take place within the Greater Hartford, Connecticut area.

Notification of such meeting shall be sent via U.S. postal services, via email or posting on the Club's website or social media platform by the Corresponding Secretary at least five (5) calendar days and not more than fifteen (15) calendar days before 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 simple majority of the Board.

SECTION 5. Voting.

Each member in good standing, including up to two (2) persons in a family membership, whose dues are paid for the current year, shall be entitled to one vote at any meeting of the Club at which he or she is present. Proxy voting shall not be permitted at any Club meeting or election.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors.

The Board of Directors shall be comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and a minimum of four other persons to serve as Directors and who represent the diverse objectives of the Club. General management of the Club's affairs and finances shall be entrusted to the Board of Directors.

The Board of Directors shall be members in good standing and all of whom shall be elected for a one year term at the Club's annual meeting as provided in ARTICLE IV.

SECTION 2. Officers and Directors.

The Club's officers, consisting of the President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer, shall serve in their respective capacities regarding both the Club and its meetings, and the Board of Directors and its meetings. It is preferred that an individual who assumes the role of a Club officer has previously held the position of a Director.

(a) The President shall preside at all meetings of the Club and of the Board of Directors and shall have the duties and powers normally appurtenant to the office of President, in addition to those particularly specified in this constitution and bylaws. The President is entitled to vote on all matters on which the Club may vote.

(b) The Vice-President shall have the powers and exercise the duties of the President in case of the President's absence, or inability to perform the duties of the office. The Vice-President is entitled to vote on all matters on which the Club may vote when acting as President.

(c) The Recording Secretary shall keep a record of all meetings of the Club and of the Board of Directors and of all matters for which a record shall be ordered by the Club. With respect to recording meeting minutes, in the absence of the Recording Secretary, the President shall designate a member present at the meeting to record the minutes of the meeting and the person designated shall forward such minutes to the Recording Secretary.

(d) The Corresponding Secretary shall have charge of and maintain the records applicable to Club correspondence. The duties and responsibilities of the Corresponding Secretary include the following: notify members of meetings, notify new members of their election to membership, notify Officers and Directors of their election to office, maintain a roll of the members of the Club to include their addresses and other contact information, and carry out such other duties as are prescribed in these Bylaws.

At the discretion of the Nominating Committee and Board of Directors, both the Recording Secretary and Corresponding Secretary positions may be fulfilled by one person, in which case an additional Director position may be filled to replace the second Secretary position.

(e) The Treasurer shall collect and receive all moneys due or belonging to the Club. The Treasurer shall deposit the same in a bank satisfactory to the Board of Directors, in the name of the Club. He or she will pay the expenses incurred by the Club and pay any bills as directed by the Board from Club funds. The Club's books shall at all times 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 or receipt or payment not before reported; and, at the annual meeting, shall render an account of all moneys received and expended during the previous fiscal year.

(f) The Directors serve as representatives of the general membership. He or she will attend Board Meetings and may be assigned certain tasks or to serve on committees as determined by the President.

SECTION 3. Vacancies.

Any vacancies occurring on the Board of Directors or among the officers 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; 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 last 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 during the first quarter of each year. During the annual meeting, the Officers and Directors for the following year shall be elected by secret written or electronic ballot from among those nominated in accordance with Section 4 of this Article. The Officers and Directors shall take each office immediately upon conclusion of the election and each retiring Board member shall turn over to the successor in office all properties and records relating to that office within thirty (30) calendar days after the election.

SECTION 3. Nominations.

No person may be a candidate in a Club election who has not been nominated. During the month of November, the Board of Directors shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Corresponding Secretary shall immediately notify the Nominating Committee members and alternates of their selection. The Board shall name a Chairperson for the Nominating Committee and it shall be the Chairperson's duty to call a committee meeting which shall be held within two (2) weeks after the Nominating Committee is notified of its selection.

(a) The Nominating Committee shall nominate one candidate for each office and position on the Board of Directors to be filled for the upcoming year as described in Section 1, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing, or via email, at least three (3) weeks before the January Club meeting.

(b) Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall notify each Club member in writing, or via email, at least two (2) weeks before the January Club meeting, of the candidates so nominated.

(c) Additional nominations may be made at the January Club meeting by any Club member in attendance provided that the person so nominated does not decline when their name is proposed. If the proposed candidate is not in attendance at this meeting, the proposer shall present to the Corresponding Secretary a written statement from the proposed candidate signifying his or her willingness to be a candidate. No person may be a candidate for more than one position.

(d) Nominations shall not 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 for each office shall be declared elected. The nominated candidates for other positions on the Board of Directors who receive the greatest number of votes for such positions shall be declared elected.

In the event a position is unfilled at the time of the annual meeting, the President and Board of Directors may appoint an individual to fill such position.

ARTICLE V

Committees

SECTION 1. Establishment of Committees.

The Board of Directors may each year establish committees to advance the work of the Club. Such committees shall always be subject to the final authority of the Board.

SECTION 2. Committee Structure and Purpose.

- (a) Standing Committees may be established by the Board of Directors to advance the work of the Club on such issues of perpetual interest. Members in good standing shall be eligible to be appointed by the Board of Directors to serve on these committees on an annual basis.
- (b) Special Committees may be established by the Board of Directors to address a unique question, issue or project pertaining to the Club. Members in good standing shall be eligible to be appointed by the Board of Directors to serve on a Special Committee, as the need arises.

SECTION 3. Termination.

Any committee appointment may be terminated by a majority vote of the full membership of the Board of Directors upon written or email notice to the appointee; and the Board of Directors may appoint successors to those persons whose committee 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 automatically shall be suspended from the privileges of this Club for a like period.

SECTION 2. Charges.

Any Club member may prefer charges against another Club member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$50 that shall be forfeited if such charges are not sustained by the Board of Directors following a hearing. The Corresponding 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 of Directors 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 of Directors 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 Corresponding Secretary shall promptly send one copy of the charges to

the accused member by registered mail together with the 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 of Directors 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 of Directors 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 the Board of Directors deems such punishment is 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 fellow members at the 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 Corresponding Secretary. The Corresponding 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 Special Meeting of the Club to be held within sixty (60) calendar days but not earlier than thirty (30) calendar days after the date of the Board's recommendation of expulsion. 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 invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of those present and voting at the Special Meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand and shall not be reviewed again by the Board unless new evidence which was not previously considered and documented in writing, is submitted to the Corresponding Secretary.

ARTICLE VII

Amendments

SECTION 1. Proposal of Amendments.

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

SECTION 2. Adoption of Amendments.

This Constitution and Bylaws may be amended by a two-thirds vote of the members present and voting at any regular or Special Meeting called for this purpose, provided the proposed amendments have been included in the notice of the meeting and have been sent to each member via U.S. postal services, via email or posted on the Club's website or social media platform at least two (2) weeks before the date of the meeting.

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ARTICLE VIII

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 dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property, proceeds or assets of the Club, shall be distributed to any of the members of the Club. 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. Club Meetings.

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
- Reading of Minutes of Last Meeting
- Report of Board
- Report of President
- Report of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board of Directors (at annual meeting)
- Election of New Members
- Unfinished business
- New business
- Adjournment

SECTION 2. Board Meetings.

At meetings of the Board of Directors, 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 Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Report of Committees
- Election of new members
- Unfinished business
- New business
- Adjournment

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ARTICLE X

Parliamentary Authority

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 bylaws and any other special rules of order the Club may adopt.

Revised: March 1974, March 1992; Retyped January 12, 1994 (MAB)

Revised: November 5, 1994 (MAB); Revised: October 1, 1995

Revised: November 5, 1994 (MAB); Revised: October 1, 1995 (MAB), 12/27/04

Revised: December 27, 2004 (CMI) 2004 Revision

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