

# **PROPOSED**

## **BRAZOSPORT RETRIEVER CLUB, INC. CONSTITUTION**

### **ARTICLE I NAME AND OBJECTS**

**SECTION 1:** The name of the Club shall be the BRAZOSPORT RETRIEVER CLUB, INC.

**SECTION 2:** The objects of the Club shall be:

- (a) to encourage and promote the breeding of purebred Retrievers and to do all which is possible to bring their natural qualities and abilities 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 Retrievers shall be judged;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike attitudes in all hunting tests and field trials;
- (d) to conduct Club and licensed hunting tests and field trials under the rules of the AKC;
- (e) to remain forever a non-profit organization.

**SECTION 3:** The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

### **BYLAWS**

#### **ARTICLE I MEMBERSHIP**

##### **SECTION 1: ELIGIBILITY**

There shall be four types of membership: an associate membership, an individual membership, a family (or household) membership and an honorary membership.

- (a) Associate membership shall not have any voting privilege nor be permitted to hold office or serve on an event committee;
- (b) Individual membership shall have one voting privilege;
- (c) Family membership shall have a maximum of two voting privileges;

- (d) Honorary membership shall pay no dues and are not eligible to vote, but can maintain regular voting membership by paying dues. Honorary memberships shall be bestowed by the Board of Directors to individuals who have made significant contributions to the Sport, Breed or the Club.

Membership is open to all persons 18 years or older, who are in good standing with the AKC and who subscribe to the purposes of the Brazosport Retriever Club, Inc. ("BRC").

Individual and family memberships shall be open only to members who have established active support of the Club. Effective July 1, 2010, active support of the Club shall be defined as each voting member being present and helping at Club events (in some capacity other than solely as a handler) for a minimum of three (3) days per voting privilege during the previous official Club year. An event shall be defined as an AKC Hunting Test, AKC Field Trial, Club-sponsored training day or Club hosted or sponsored (or co-hosted or co-sponsored) event held under the auspices of a national club to which BRC is a member (e.g., the National Retriever Club, the National Amateur Retriever Club and the Master National Retriever Club). Each family membership shall fulfill the active support requirement for both voting privileges; the active support requirement may be fulfilled by any member of the family; if the active support requirement is fulfilled for only one voting privilege, then such membership shall be renewable the following year only as an individual membership. If the active support requirement is not fulfilled for any voting membership – family or individual, then such membership shall be renewable the following year only as an associate membership. Records of the supporting members present at events shall be kept by the event secretary, presented to the Club Secretary and made available to the membership. In the event of a discrepancy of work history, it shall be the member's responsibility to provide details of work history to support voting privileges.

## **SECTION 2: MEMBERSHIP DUES**

Membership dues shall be prescribed by the Board of Directors and approved by the membership and shall be made payable on or before the 1st day of August of each year. The Board of Directors shall have the discretion to waive membership dues for any member. Annual dues shall not exceed \$100 for any membership type. No member may vote whose dues are not paid for the current year. During the month of July, the Treasurer shall send to each member a statement of dues for the ensuing year. Dues for new members will be paid on a prorated basis beginning on the date membership is approved. The prorated amount will be equal to one-fourth (1/4<sup>th</sup>) of the annual dues for each quarter until annual dues are payable.

## **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 these

constitution and bylaws and the rules and regulations of the AKC. The application shall state the name and address of the applicant and it should carry the endorsement of one member in good standing if it is an application for individual or family membership. Accompanying the application, the prospective member shall submit dues payment for the current year. After receipt of the application form and payment of dues, the Club Secretary shall announce the applicant's name at the following Board of Directors meeting. If an individual or family application does not include the sponsorship described above, then such application shall be presented to the general membership of the Club for discussion following such reading at the Board Meeting. If an objection is raised by the general membership, the Board of Directors shall take into consideration such objection during their vote on the application at the following Board meeting. The Board of Directors shall vote on all new membership applications by secret ballot. If two-thirds (2/3) of the Board of Directors present vote in favor of admitting the applicant, the applicant's name shall be added to the membership rolls and full voting membership privileges shall be afforded the new member consistent with the type of membership elected. However, membership shall be denied and the applicant's dues returned if 2/3 of the Board of Directors present votes to deny full membership to the applicant. New members should be announced at the next Club meeting.

#### **SECTION 4: TERMINATION OF MEMBERSHIP**

Members 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 1st day of August of each year;
- (b) by lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid for 90 days after the first day of August; however, an additional 90 days of grace may be granted 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**

Meetings of the Club shall be held at least once per quarter in the greater Brazosport area. Time and place shall be determined by the President. Notice of

Club 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. Notices of Club meetings may be by email sent to the last known email address for each Club member. All members are responsible for notifying the Secretary of address and email changes. Additional meetings may be called by the President as needed. The quorum for Club meetings shall be twenty percent (20%) of the voting members of the Club 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) voting members of the Club who are in good standing. Such special meetings shall be held in the greater Brazosport area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Notice of such a meeting 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 at such meeting. Notices of Special Club meetings may be by email sent to the last known email address for each Club member. The quorum for such a meeting shall be twenty percent (20%) of the voting members of the Club in good standing.

## **SECTION 3: BOARD MEETINGS**

Meetings of the Board of Directors may be held each month in the greater Brazosport area, at such place, date and hour as may be designated by the Board. Notice of each such meeting shall be sent by the Secretary 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. 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 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 Board meetings 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 a written request signed by at least three (3) members of the Board. Such special meetings shall be held in the greater Brazosport area at such place, date, and hours as may be designated by the person authorized herein to call such meeting. Notice of such meeting shall be sent by

the Secretary 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 shall be transacted at such meeting. Notices of Special Board meetings may be by email sent to the last known email address for each Board member. Special Board meetings may be held through the use, in whole or part, of both video conference and/or teleconference. A quorum for such meeting shall be a 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 meeting of the Club at which he/she is present. Absentee balloting and proxy voting shall not be permitted at any Club meeting or election.

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

#### **SECTION 1: BOARD OF DIRECTORS**

The Board shall be comprised of the officers and one (1) other person all of whom shall be voting members of the Club 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. Associate members shall not be eligible to serve as officers or as Board members. 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 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 the 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 bylaws.
- (b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club; shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the membership of the Club with their addresses, and carry out such other duties as are prescribed in these bylaws.

- (d) The Treasurer shall collect and receive all monies due or belonging to the Club. Monies shall be deposited in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection of the Board and a report shall be given at every meeting of the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all monies received and expended during the previous fiscal year.
- (e) The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of four (4) persons.

### **SECTION 3: VACANCIES**

Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose; 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: THE CLUB YEAR**

The Club's financial fiscal year shall begin on the 1st 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 in the month of July at which Officers and Directors for the ensuing year shall be elected by secret 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 the successor in office all properties and records relating to that office within thirty (30) days after the election.

### **SECTION 3: ELECTIONS**

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for the position on the Board who receives the greatest number of votes for such a position shall be declared elected.

### **SECTION 4: NOMINATIONS**

No person may be a candidate in a Club election who is not a voting member of the Club in good standing and who has not been nominated. Prior to May 1 each

year, the Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one of whom may be a member of the Board and all of whom shall be voting members of the Club in good standing. The Secretary shall immediately notify the committee members and alternates of their selection.

The Board shall name a Chairman for the Committee and it shall be such person's duty to call a committee meeting which shall be held on or before June 1.

- (a) The Committee shall nominate a candidate(s) for each office and position on the Board, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall before the June meeting notify each member in writing or by email of the candidates so nominated.
- (c) Additional nominations may be made at the June meeting by any voting member of the Club who is in good standing and in attendance at the meeting; provided that, the person so nominated does not decline when their name is proposed, and provided further that, if the proposed candidate is not in attendance at the meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate. No person can be a candidate for more than one position, except in the situation described in Article III, Section 2, paragraph (e).
- (d) 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 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. All committee members shall be voting members of the Club in good standing. Associate members shall not be eligible to serve on committees.

**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 any of the privileges of the AKC automatically shall be suspended from all of the privileges of BRC for a like period. For the avoidance of doubt, if a member under a family membership is suspended, the remainder of the family shall not be suspended; if only two family members are over the age of eighteen (18), then the suspension of one family member shall result in such membership becoming an individual membership, during the term of the suspension, for the member who is not suspended from any of the privileges of the AKC.

### **SECTION 2: CHARGES**

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 in duplicate with the Secretary together with a deposit of \$250 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 interest of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club 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 by registered mail together with a notice of the hearing and assurance that the defendant may personally appear in his own defense and bring witnesses if he 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 regards. 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. 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 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 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 on his own behalf, though no evidence shall be taken at this meeting.

The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak on his own behalf if he wishes. The voting members shall then vote by secret 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 bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20% of the voting 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 bylaws may be amended by a 2/3 vote of the voting members present and voting at any regular or special Club 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**

The Club may be dissolved at any time by the written consent of not less than 2/3 of the voting members. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary or involuntary, or by operation of law, none of the property of the Club nor any proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club, but after payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

**ARTICLE IX  
ORDER OF BUSINESS**

**SECTION 1:** At 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  
Report of Committees  
Election of Officers and Board (at annual meeting)  
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  
Report of Committees  
Unfinished Business  
New Business  
Adjournment.

**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.

Amended by Club Membership December 10, 2000.

Amended by Club Membership July 25, 2009.