

BLACK CREEK RETRIEVER CLUB, INC.

CONSTITUTION

ARTICLE I Name and Objectives

Section 1)

The name of the club shall be Black Creek Retriever Club, Inc. and will be referred to as the club throughout this document.

Section 2)

The objectives of the Club shall be:

- a) To further the advancement of pure - bred retrievers.
- b) To do all in its power to protect and advance the interests of all retriever breeds and to encourage sportsman like competition at retriever trials and hunting tests.
- c) To conduct sanctioned and licensed trials and hunting tests under the rules and regulations of the American Kennel Club.
- d) To promote wildlife conservation, sportsmanship, and education.

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 insure 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.

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ARTICLE I MEMBERSHIP

Section 1) Eligibility

There shall be three types of membership open to persons who are in good standing with The American Kennel Club and who subscribe to the purposes of the Club. Junior Membership shall apply to children under eighteen years of age They must be sponsored by a member in good standing and shall enjoy all benefits of the Club except holding of office and voting rights. Regular membership shall apply to individual persons 18 or older. Household membership holders shall be entitled to 1 vote per adult.

Section 2) Dues

Membership dues shall not be greater than \$50.00 a year for a single membership or \$70.00 a year for a family membership. These dues are payable on or before the first day of February of each year. No member may vote whose dues are not paid for the current year. During the month of November, a statement of dues for the ensuing year shall be sent to each member.

Section 3) 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 each fiscal year.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace 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 by-laws.

Section 4) Election to Membership:

Each applicant for membership shall apply on a form as approved by the board of directors and the membership of the Club and which shall provide that the applicant agrees to abide by the constitution and bylaws of the Club and the rules of The American Kennel Club. The application as a minimum shall state the name, address, telephone number and email address of the applicant and it shall carry the endorsement of one member of the Club in good standing as a sponsor. Where the applicant does not include

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a sponsor, the Secretary shall assign a mentor sponsor. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read by the Secretary at the first meeting of the Club following its receipt. The applicant must attend at least two Club functions prior to the application being voted upon. A Club function may consist of a Club meeting, training session, hunt test, social event or other such activity sponsored by the Club. Following the applicant's attendance at the second Club sponsored event the application will be voted upon at the next Club meeting at which a quorum is present in accordance with Article II Section 1 provided the Secretary finds that all application procedures have been met. An affirmative vote of two thirds of the members present and voting by paper ballot at that meeting shall be required to elect the applicant. No proxy voting for absentee members shall be allowed. Votes shall be counted by the Club Secretary should they be present at the meeting or other Board Members as designated by the President in their absence and either approval or rejection reported to the membership. Applicants whom are accepted for membership agree to receive Club notices via email unless no email address has been provided.

Applicants for membership who have been rejected by the club will be refunded any dues payments made in accordance with this Section and may not reapply within six months after such rejection.

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ARTICLE II MEETINGS AND VOTING

Section 1) Club Meetings

Meetings of the Club shall be held within the greater Capital District Area of Albany, New York at such time and place as may be designated by the Board of Directors. The Club shall have a minimum of four meetings per year. Notice of each such meeting shall be mailed or emailed by the Secretary at least 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 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 members of the Club who are in good standing. Such special meetings shall be held in with the greater Capital District Area of Albany, New York at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed or emailed by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting, as said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20 % of the members in good standing.

Section 3) Board Meetings

Meetings of the Board of Directors shall be held in within the greater Capital District Area of Albany, New York at such time and place as may be designated by the Board. Written notice of such meeting shall be mailed or emailed by the Secretary at least 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 a written request signed by at least three members of the Board. Such special meetings shall be held in within the greater Capital District Area of Albany, New York at such place, date, and hour as may be designated by the person authorized herein to call such meetings. Written notice of such meeting shall be mailed or emailed 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 thereat. A quorum for such a meeting shall be a majority of the Board.

Section 5) Voting

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Each 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. Proxy voting will 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 President, Vice-president, Secretary, Treasurer and (five) other persons all of whom shall be members in good standing all of whom shall be elected for two-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. In order to maintain continuity of club leadership, terms will be staggered, such that the election of the President, Secretary and two board members will take place in the same year, and election of the Vice President, Treasurer and three board members will occur the following year.

Section 2) Officers

Club's officers, consisting of the President, Vice-president, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- (a) The president shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these by-laws.
- (b) The Vice-president shall perform 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. The secretary shall have charge of the correspondence, notify members of meetings, notify officers and directors of the election to office, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in these by-laws.
- (d) The treasurer shall collect and receive all moneys due or belonging to the Club, and shall deposit the same in a bank designated by the Board, in the name of the Club. Club books shall at all times be open to inspection of the Board and the treasurer shall report to them at every meeting the condition 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. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.
- (e) The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the officers and (six) other persons.

Section 3) Vacancies

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Any vacancies occurring on the Board or among the offices during the year shall be filled for the un-expired term of office 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 CLUB YEAR, ANNUAL MEETING, ELECTIONS

Section 1) Club Year

The Club's fiscal year shall begin on the 1st 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 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 all 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 as officers and directors. In the case of a tie when a revote shall be called, re-balloting will occur until one candidate receives the greatest number of votes. The nominated candidates for other positions on the Board who receive the greatest number of votes shall be declared elected as Directors only.

Section 4) Nominations

In the month of October, the Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one (1) of whom shall be a member of the Board. The Board will name a Chair of the committee. The Secretary will notify the committee members of the Board's decision and the Nominating Committee Chair will call a meeting, which shall be held on or before November 30.

- a) The committee shall nominate one candidate for each open office and for a delegate who may or may not be an officer or director of the Club and one candidate for each of the open positions on the Board. After securing the consent

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of each person so nominated, the committee shall immediately report their nominations to the Secretary in writing no later than December 10.

- b) Upon receipt of the Nominating Committee's report the Secretary shall notify each member via email of the candidates so nominated by December 20.
- c) Additional nominations must be made in writing or by email. The nominating person must submit in writing or email to the Secretary the nomination of the candidate. The nominated candidate must submit in writing or email to the Secretary acceptance of such nomination. Both the nominations and acceptance letters must be received no later than December 31. Those nominations received in this manner will be added to the election state.
- d) If additional nominations have been received, the Secretary shall notify each member in writing or via email of the candidates so nominated at least fifteen (15) days prior to the January meeting.
- e) No person may be a candidate for more than one (1) position, and the additional nominations which are provided herein may be made only from among those members who have not accepted a nomination from the Nominating Committee.

ARTICLE V COMMITTEES

Section 1)

The Board may each year appoint standing committees to advance the work of the Club in such matters as dog Shows, obedience 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

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

Section 2) Charges

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club. Written Charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 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 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 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 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 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 recommendations. 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

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present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

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ARTICLE VII AMENDMENTS

Section 1)

Amendments to the constitution and by-laws may be proposed by the Board of Directors or written petition addressed to the Secretary signed by 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 of 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 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 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 the purpose 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.

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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 the 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
- Report of Committees
- Unfinished business
- New business
- Adjournment

Article X

Parliamentary Authority

Section 1

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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.