

# **GOLDEN RETRIEVER CLUB OF ILLINOIS, INC.**

## **CONSTITUTION AND BY-LAWS**

### **Unanimously Approved by Membership at its 6/23/2014 Meeting**

#### **ARTICLE I**

##### **NAME AND OBJECTS**

- SECTION 1. The name of the Club shall be the Golden Retriever Club of Illinois, Inc., and hereafter in this document will be referred to as the Club, and references will be capitalized.
- SECTION 2. The objects of the Club shall be:
- (A) To encourage members to perfect, by selective breeding, sound Golden Retrievers and to do all possible to develop and promote their natural abilities and qualities while still maintaining their exceptionally good dispositions;
  - (B) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which the Golden Retriever 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, field trials, hunt tests, obedience trials, rally trials, agility trials, and tracking tests;
  - (D) To conduct sanctioned matches and specialty shows, field trials, working tests, obedience trials, rally trials, agility trials, tracking tests, and, hunt tests or any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club and/or 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 By-Laws as may be required to carry out these objects.

#### **ARTICLE II**

##### **MEMBERSHIP**

- SECTION 1. Eligibility: There shall be three (3) types of membership, Individual, Family, and Life membership, open to all persons eighteen years of age and older, who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. As a condition of membership, members are required to abide by the conditions set forth in the current GRCI Code of Ethics, the text of which is contained herein by reference. Members who violate this code are subject to conditions set forth in these By-Laws, Article VII, Section 2. 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: At each annual meeting, the Board of Directors shall fix the amount of the annual dues for the ensuing year. Dues for Individual and Family memberships may vary, at the discretion of the Board of Directors. Membership dues shall not exceed \$100.00 per year. Dues shall be postmarked on or before the 31<sup>st</sup> day of December of each year. Members joining the Club after November 1 shall not have to pay dues for the year immediately following. No member may vote or be eligible for Club awards whose dues are not paid for the current year. During the month of November, the Treasurer shall send each

member a statement of dues for the ensuing year. Such notification shall be either via the official Club newsletter, by email, or by individual mailing.

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 these Constitution and By-Laws and the By-Laws and rules of the American Kennel Club. Accompanying the application, the prospective member shall submit dues payment for the current year. Application of Family membership shall be limited to two (2) adult (18 years of age or older) members in a family, who will have voting privileges. Children of the same family, residing in the same household, shall enjoy all the rights and privileges of the Club except the right to vote and hold office.

Life members shall be proposed to the Club membership by the Board of Directors and elected by a two-thirds (2/3) vote of the members present at the next general meeting at which a quorum is present. A Life member shall have been considered to have rendered especially outstanding services to the Golden Retriever Club of Illinois, Inc. If a Life member moves out of the state of Illinois, he or she may retain Life membership, but shall lose the right to vote on Club matters and shall not be eligible for Club awards.

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 that Club meeting, the applications will be voted upon and an affirmative vote of three-quarters (3/4) of the members present and voting at the meeting shall be required to elect the applicant, providing a quorum is present. If requested by a member, secret ballots shall be cast. Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

SECTION 4. Termination of Membership: Membership may be terminated as follows:  
(A) By Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid by January 1<sup>st</sup>; however, the board may grant an additional 60 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.  
(B) A former member who has had his membership terminated for non-payment of dues may apply for reinstatement in the manner of a new member and after making a payment in full of all past due accounts owed by him to the Club.  
(C) By Expulsion: A membership may be terminated by expulsion as provided in Article VII, Section 4, of these By-Laws.  
(D) 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. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.

### ARTICLE III

#### MEETINGS AND VOTING

SECTION 1. Club meetings: Meetings of the Club shall be held in the State of Illinois at such hour and place as designated by the Board of Directors. Monthly meetings are to be encouraged. Written notice of each meeting shall be mailed or emailed by the Secretary or published on the front page in the current newsletter at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be 10 percent of the members in good standing plus a majority of the Board.

- 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 or by the Secretary upon receipt of a petition signed by ten (10) members of the Club who are in good standing. Such meetings shall be held at such hour and place as may be designated by the Board of Directors. Written notice shall be mailed or emailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the meeting. The notice of the meeting shall state the purpose of the meetings, and no other Club business may be transacted. The quorum for such a meeting shall be 10 percent of the members in good standing plus a majority of the Board.
- SECTION 3 Board Meetings: Meetings of the Board of Directors shall be held at least bi-monthly at such times and places or via telephone conference call or via video conference at such hour as designated by a majority vote of the entire Board. Notice of each meeting shall be given by the Secretary to each member of the Board at least five (5) days prior to the date of the meeting. The quorum for such meeting shall be a majority of the Board of Directors.
- SECTION 4 Special Board Meeting: Special meetings of the Board may be called by the President or by the Secretary upon receipt of requests from any three (3) Directors at such hour and place or via telephone conference call or via video conference at such hour as may be designated by the person authorized herein to call such meeting. Notice of such meeting shall be given by the Secretary at least three (3) days prior to the date of the meeting. Such notice shall state the purpose of the meeting, and no other business shall be transacted thereat. A quorum for such meetings shall be a majority of the Board of Directors.
- SECTION 5 Voting: Each member in good standing whose dues are paid for the current year shall be entitled to one (1) vote at any meeting of the Club at which he or she is present. Proxy voting will not be permitted at any club meeting or election.

## ARTICLE IV

### DIRECTORS AND OFFICERS

- SECTION 1. Board of Directors: The Board shall be comprised of the President, Vice President, Secretary, Treasurer, and five (5) other persons, all of whom shall be members in good standing of the Club and the Golden Retriever Club of America, and all of whom shall be elected at the Club's annual meeting as provided in Article V and shall serve until their successors are elected. Directors shall be elected to the following terms: one (1) for three (3) years; one (1) for two (2) years; and three (3) for one (1) year, with the outgoing President automatically serving a one (1) year term as Director with voting privileges on the Board. In the event that the outgoing President cannot serve as a Director, the Nominating Committee will propose a member to fill the position. No Director elected for three (3) years shall succeed himself or herself. General management of the Club's affairs shall be entrusted to the Board of Directors.
- SECTION 2. Officers: The officers of the Club shall be President, a Vice President, a Secretary, and a Treasurer, who shall be elected to one (1) year terms of office and shall serve in the 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 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.

(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; 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 members of the Club with their addresses, and publish same annually, and carry out such other duties as prescribed in these Constitution and By-Laws.

(D) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank satisfactory to 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 on the condition of the Club's finances and every item of receipt or payment not before reported. At the annual meeting, an accounting shall be rendered of all monies received and expended during the previous fiscal year. There shall be an annual audit of the Club's books and an accounting of the Club's property. The Treasurer shall be bonded with the associated expense born by the Club.

SECTION 3 Vacancies: Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all then members of the Board at its first regular meeting following the creation of such a vacancy, or at a Special Board Meeting called for that purpose; except that 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. Any officer or board member shall, upon resigning from said position tender a resignation in writing to the Secretary of the Club.

## ARTICLE V

### THE CLUB YEAR, ANNUAL MEETINGS, ELECTIONS

SECTION 1 Club Year: The Club's fiscal year shall begin on the 1<sup>st</sup> day of September and end on the 31<sup>st</sup> day of August. The Club's official year shall begin immediately at the conclusion of the annual meeting.

SECTION 2 Annual Meeting: The annual meeting shall be held in the month of August. Officers and Directors for the ensuing year will be declared elected at the meeting and shall take office immediately upon conclusion of the annual meeting. 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 Nominations: No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws. During the month of March, the Board shall select a nominating committee 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 selection. The Board shall name a chairperson for the committee, and it shall be such person's duty to call a committee meeting.

(A) The committee shall nominate one (1) candidate 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, on or before June 1<sup>st</sup>, notify each member of the Club in writing or by email of the candidates so nominated.

(C) Additional nominations of eligible members may be made at a June general meeting by any member, who is in good standing and in attendance, provided (a) that the person so nominated does not decline when their name is proposed, (b) that if the proposed candidate is not in attendance at this meeting, the proposer presents to the Secretary a

written statement from the proposed candidate signifying willingness to be a candidate, and (c) that a quorum is present for the general meeting. No person may be a candidate for more than one (1) office or position, and the additional nominations which are provided for herein may be made only from among those members who were not nominated by the nominating committee. Notice of any nominated candidate opposing the Nominating Committee's slate of candidates shall be mailed, emailed, or published in the GRCI newsletter immediately preceding the annual meeting (D) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

SECTION 4 Elections: The following balloting procedure shall be employed when one (1) or more candidates have been nominated for any office or Board position in addition to the candidates named by the nominating committee: The election of officers shall take place at the Club's annual meeting. In the event there is more than one candidate for a particular Board position, voting will be done by secret ballot. The nominated candidate receiving the greatest number of votes for each office shall be declared elected at the annual meeting. If no candidate is nominated to oppose the Nominating Committee's slate of candidates, then the slate of candidates shall be declared elected at the annual meeting.

## ARTICLE VI

### COMMITTEES

SECTION 1 The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, field trials, obedience trials, tracking tests, 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 and 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 VII

### 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 privileges of this Club for a like period.

SECTION 2 Charges: Any member may prefer charges against another member for alleged misconduct which is or was prejudicial to the best interests of the Club or the breed. Only written charges with specifications will be considered, and such charges must be filed in duplicate with the Secretary together with a deposit of \$25.00, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall, upon receipt of any such charges, promptly send or email a copy of the charges to each member of the Board or present them at the next board meeting. The Board shall, at said board meeting, first consider by a majority vote whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or breed. If the Board considers that the charges do not allege misconduct 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 a notice of the hearing to the member making the accusations and shall send a notice of the hearing along with a copy of the exact written charges to the accused member. The notice of the hearing shall state the date, hour, and place of said hearing, and whether or not the Board will permit any counsel to appear at said hearing with or on behalf of either party. The notice shall assure both parties they may appear at the hearing and bring witnesses, if they wish. Both mailings shall be done by registered mail with return receipt requested. The Board has the complete discretion to decide the format of the hearing, and the notice of the hearing shall inform both parties the format the Board will follow.

**SECTION 3** Board Hearing: The Board shall have complete authority and absolute discretion to decide whether any counsel may attend the hearing with or on behalf of either the accusing member or accused member, but both the accusing member and accused member shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the accusing member and accused member, the Board may, by a majority vote of those present, reprimand or suspend the accused member from all privileges of the Club for no more than six (6) months from the date of the hearing. And if it deems that punishment is insufficient, the Board may recommend to the membership that the penalty be expulsion. In such cases, the suspension shall not restrict the accused member'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, in writing, 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 recommendations 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 sixty (60) days, but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. At that Club meeting, the suspended member being considered for expulsion shall have the privilege of appearing in his or her 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 suspended member, if present, to speak in his or her own behalf, if he or she wishes. The Club members shall then vote by secret ballot on the proposed expulsion. Providing a quorum is present at the meeting, a two-thirds (2/3) vote of those present at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

## **ARTICLE VIII**

### **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 of the Board, by the Secretary for a vote within three (3) months of the date the petition was received by the Secretary. If the Board does not take action within three (3) months of the date the petition was received by the Secretary, the members making the proposed amendment shall have the right to either bring it up at a regular meeting or call a special meeting for this purpose as set forth in Section 2 of Article VII.

SECTION 2 Providing a quorum is present, the Constitution and By-Laws may be amended by a two-thirds (2/3) vote of the members present at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed or emailed to each member at least two (2) weeks prior to the date of the meeting.

## ARTICLE IX

### DISSOLUTION

SECTION 1. Dissolution: The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the 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 member of the Club. Its property and assets shall be given to a non-profit organization selected by the Board of Directors whose objectives are for the benefit of dogs.

## ARTICLE X

### ORDER OF BUSINESS

SECTION 1. At meetings of the Club, the order of business, so far as the character and nature of the meeting permits, shall be as follows;  
Roll Call  
Minutes of the last meeting  
Report of the President  
Report of the Secretary  
Report of the Treasurer  
Report of the 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:  
Minutes of the last meeting  
Report of the Secretary  
Report of the Treasurer  
Report of the Committees  
Unfinished Business  
New Business  
Adjournment

## ARTICLE X

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.