

THE GOLDEN RETRIEVER CLUB OF HAWAII, INC.

CONSTITUTION

Article I

Names and Objectives

Section 1

The name of the Club shall be the *Golden Retriever Club of Hawaii, Inc.* The Club shall be affiliated with the Golden Retriever Club of America.

Section 2

The objectives of the Club shall be:

- a. to encourage and promote the breeding of pure-bred Golden Retrievers and to do all possible to bring the natural qualities to perfection.
- b. to urge all 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 Golden Retrievers shall be judged and to familiarize members with this standard.
- c. to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and obedience trials.
- d. to conduct sanctioned and licensed specialty shows and obedience trials under the rules of the American Kennel Club.
- e. to urge members and breeders to make every effort to insure that only genetically sound dogs are bred.

Section 3

The Club shall not be conducted or operated for profit and no part of any assets 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 objectives.

THE GOLDEN RETRIEVER CLUB OF HAWAII

CONSTITUTION

BY-LAWS

Article I

Membership

Section 1

Eligibility

There shall be three types of memberships:

- a. Adult memberships for those persons 18 years of age and over.
- b. Junior memberships for those under 18 years of age. These members must be sponsored by an adult member in good standing with the Club. Junior members shall be non-voting and may not hold elective office.
- c. Honorary memberships which may be bestowed upon distinguished Golden Retriever fanciers by a majority vote of those members present and voting at the meeting following their nomination. An honorary member cannot vote or hold office and is exempt from paying dues.

All of these members must be in good standing with the American Kennel Club and subscribe to the purposes of this Club. While membership is to be unrestricted as to the residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

Section 2

Dues

Dues shall be determined by the Board of Directors annually but shall not exceed \$40.00 per year for family membership and \$30.00 for single membership. Dues will be payable on or before the first day of January of each year. No member may vote whose dues are not paid for the current year. Dues for new members who have applied to join the club in July or later shall be one-half of the annual dues amount. New members received in November shall pay the total amount of annual dues for the following year and their membership shall be effective in December, providing all requirements for membership have been fulfilled.

During the month of November, the Treasurer shall send to each member a statement of his dues for the ensuing year.

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 by-laws and the rules of the American Kennel Club.

All applications are to be filed with the Treasurer together with dues for the current year, and each application is to be read and voted upon at the first meeting of the Board of Directors following receipt of the application. Applicants for membership who have been rejected by the Board may re-apply six months after such rejection.

Section 4

Termination of membership

Membership 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 lapsed and automatically terminated if such membership dues remain unpaid 30 days after the first day of the fiscal year. However, the Board of Directors 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.

Article II

Meetings

All meetings of the Board and General Membership shall be conducted in accordance with Robert's Rules of Order as amended.

Section 1

General Membership Meetings

Meetings of the Club shall be held on the Island of Oahu, quarterly, including an annual meeting in December at such hour and place as may be designated by the Board of Directors. Notice of each such meeting shall be the responsibility of the Corresponding Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be twenty percent of the membership.

Section 2

Special General Membership Meetings

Special General membership 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 Corresponding Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held on the Island of Oahu 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 made by the Corresponding 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. The quorum for such meetings shall be twenty percent of the membership.

Section 3

Board Meetings

Meetings of the Board of Directors shall be held on the Island of Oahu, every odd month beginning with January at such hour and place as may be designated by the Board. Notice of such meetings shall be made by the Corresponding Secretary at least five 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 Board meetings may be called by the President, and shall be called by the Corresponding Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held on the Island of Oahu at such place, date and hour as may be determined by the person authorized herein to call such meeting. Notice of such meeting shall be made by the Corresponding Secretary at least five days and not more than ten 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. A quorum for such a meeting shall be a majority of the Board.

Section 5

Voting

Each adult member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club. Members who reside on islands other than Oahu may vote on any issue by mail or e-mail providing the ballot is received by the Recording Secretary prior to the General Membership meeting. Proxy voting will not be permitted at any General Membership meeting or election.

Article III

Directors and Officers

Section 1

Board of Directors

The Board shall be comprised of the President, Vice-President, Corresponding Secretary, Recording Secretary and Treasurer and at least 2 other people all of whom shall be members 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. 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, Corresponding Secretary, Recording 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 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 have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. He shall other-wise assist the President in any way deemed necessary for the benefit of the Club.
- c. The Corresponding Secretary shall have charge of correspondence as directed by the Board and shall notify members of special meeting, notify all officers and directors of their election to office, and carry out such duties as are prescribed by these Constitution and By-Laws.
- d. The Treasurer shall collect and receive all monies due and belonging to the Club. He shall deposit the same in a bank of his choice in the name of the Club and shall notify the Club of this choice. His books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported and at the annual meeting shall render an account of all monies received and expended during the previous year. If the occasion arises whereas the offices of President and Treasurer are held by members of the same family, the treasurer's signature must be countersigned by another board member not a member of the family. Any expenditures of the treasury will be decided by a majority vote of the Board.
- e. The Recording Secretary shall keep minutes of all meetings, and the minutes shall at all times be open to inspection by the membership. Minutes of the general membership meetings and of the Board of Directors meetings shall be furnished by e-mail to members with internet access and by regular mail for those who do not have such service.

Section 3

Vacancies

Any vacancies occurring on the Board or among the offices during the year shall be filled for the unfilled 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.

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 31st day of December. The Club's official year shall begin with the first meeting in January and shall continue through the annual meeting in December.

Section 2

Nominations

No person may be a candidate in a club election who has not been nominated. During the month of September the board shall select a Nominating Committee consisting of three members of which one shall be a member of the Board and serve as chairperson of that committee.

- a. The Committee shall nominate one or more candidates for each positions on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Recording Secretary in writing.
- b. Additional nominations may be made at the October General Membership meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at the meeting, his Nominator shall present to the Recording Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination from the Nominating Committee. Nominations will be closed at the conclusion of the October General Membership Meeting.
- c. The Nominating Slate shall be presented to and approved by the Board of Directors at the November Board Meeting. The approved slate shall be filed with the Recording Secretary. The Corresponding Secretary shall immediately notify each member in writing or e-mail of the candidates so nominated..
- d. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

Section 3

Elections

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for directorships who receive the greatest number of votes shall be declared elected.

Section 4

Annual Meeting

The annual meeting shall be held in the month of December at which time Officers and Directors for the ensuing year shall be elected by secret ballot from among those nominated. However, if all nominees are running uncontested, the chair may dispense with the secret ballot and declare the candidates elected by acclamation. They shall take office at the conclusion of the December annual meeting and retiring officers shall turn over to their successor in office all properties and records relating to that office.

Article V

Committees

Section 1

The Board, whenever necessary, may form standing committees to advance the work of the Club in such matters as specialty 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 formed by the Board to aid it on particular projects.

Section 2

Any committee membership may be terminated by a majority vote of the full membership of the Board upon written notice to the member in questions and the Board may replace those persons whose services have been terminated.

Article VI

Discipline

Section 1

American Kennel Club Suspensions. 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 member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by Board following a hearing. The Recording 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 or the breed. If the Board considers that the charges do not constitute conduct which would be prejudicial to the best interests of the Club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board no less than three weeks nor more than six weeks there after. The Recording Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

Section 3

Board Hearings

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 recommend suspension of 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 any case, there shall be no restriction to 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 Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the Board's decision and recommendations for penalties, if any.

Section 4

Suspension and or Expulsion

Suspension of a member from the Club or complete expulsion from membership 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 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 recommendations of suspension and or 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 suspension and or expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for suspension and or expulsion.

Article VII

Amendments

Section 1

Amendments to the Constitution and By-laws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary and signed by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board of Directors by the Recording Secretary for a vote within three months of the date when the petition was received by the Recording 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 purposes, 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

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 whether voluntary or involuntary, or by operation of law, none of the property of the Club nor any proceeds there of 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 the last meeting, Officer's Reports, Reports of Committees, Election of Officers and Board (at the annual meeting), Election of New Members, Unfinished Business, New Business, Adjournment.