

**Constitution and By-Laws**  
**Port Arthur Retriever Club Inc.**  
Revised: August 7, 2013

**Article I**

**Name and Objects**

**Section 1:** The name of the club shall be The Port Arthur Retriever Club, Incorporated.

**Section 2:** The objects of the club shall be:

(a) To encourage and promote the breeding of pure-bred retrievers and to do all possible to bring their natural qualities to perfection.

(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 retrievers shall be judged.

(c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at field trials and hunt tests.

(d) To conduct club and licensed field trials and hunt tests under the rules of the American Kennel Club.

(e) To remain forever a non-profit organization.

**Article II**

**Membership**

**Section 1: Eligibility**

There shall be one type of membership open to all persons who are in good standing with the American Kennel Club and who subscribe to the objects of this club.

**Section 2: Dues**

Membership dues shall be prescribed by the board of directors and approved by the membership and shall be payable on or before the 1st day of July of each year. With each paid membership one right to vote will be earned. No member may vote or train on the clubs' grounds whose dues are not paid for the current 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 the applicant agrees to abide by these constitution and by-laws 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 member. Accompanying the application, the prospective member shall submit dues payment for the current year. After receipt of an application form and payment of dues, the club secretary shall announce the applicant's name at the next club meeting and if there are no objections, the applicant's name shall be added to the membership rolls and full voting membership privileges shall be afforded the new member. However, membership shall be denied, and the applicant's dues returned, if one-half of the voting members present vote to deny full membership to the applicant.

**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 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 July of each year.

**(b)** By lapsing, A member will be considered as lapsed and automatically terminated if such member's dues remain unpaid for 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 member may be terminated by expulsion as provided in Article VIII of these constitutions and by-laws.

### **Article III**

#### **Meetings**

**Section 1: Club meetings.**

Meetings of the club shall be held at a location in the Beaumont, Port Arthur, and Orange area at such hour and place as may be designated by the president.

**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, or 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 at a location in the Beaumont, Port Arthur, and Orange area and at such hour and place as may be designated by the person or persons authorized herein to call such meetings.

**Section 3: Board Meetings**

Meetings of the Board of Directors shall be held at a location in the Beaumont, Port Arthur, and Orange area at such hour and place as may be designated by the President. Any member in good standing may attend the board meetings.

#### **Section 4: Special Board Meetings.**

Special meetings of the board may be called by the President or by the Secretary upon receipt of a written request signed by at least one member of the board. Such special meetings shall be held at a location in the Beaumont, Port Arthur, and Orange area and at such hour and place as may be designated by the person authorized herein to call such meetings.

#### **Section 5: Quorum**

**(a)** Club Quorum- 10 voting members of the club in good standing shall constitute a quorum for the transaction of business by the club. In the event that 10 members are not present, a presence of a majority of the board shall constitute a quorum for the transaction of club business.

**(b)** Board Quorum- A majority of the total membership of the board of directors shall constitute a quorum for the transaction of business by the board.

### **Article IV**

#### **Officers**

##### **Section 1: Officers of the Club**

The officers of the club shall include the President, Vice-President, Secretary, and Treasurer. The Secretary and Treasurer may be the same person. All officers must be active members in good standing.

**Section 2: Duties.** The duties of the officers of the club shall be:

**(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 the President in addition to those particularly specified in these constitution and by-laws.

**(b)** The Vice-President shall have the powers and exercise the duties 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 the board and of all matters of which a record shall be ordered by the club. He/she shall have charge of the correspondence, notify Officers and Directors of their 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 constitution and by-laws.

**(d)** The Treasurer shall collect and receive all moneys due or belonging to the club and receipt, therefore. He/she shall deposit the same in a bank satisfactory to the board, in the name of the Club. His books shall always be open to inspection of the Board and he/she 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 he/she shall render an account of all moneys received and expended during the previous financial year.

## **Article V**

### **Board of Directors**

#### **Section 1: The Board of Directors**

The Board of Directors shall be comprised of the President, who shall serve as chairperson of the Board, Immediate Past-President, Vice-President, Secretary, Treasurer (the Secretary and Treasurer Responsibilities may be served by one person (See Sec. 1 "Officers of the Club"), and five directors who shall be elected at the annual meeting of the club. All members of the Board of Directors must be members in good standing.

#### **Section 2: Responsibilities of the Board**

The administration of the affairs of the club shall be vested in the Board of Directors and it shall be the governing body of the club. Its decisions in all matters shall be final, subject only to appeal by the club membership. It shall have the power and authority to adopt suitable by-laws for the operation of the club and shall have general control over all officers and committees of the club, and may, for good cause, declare any office or offices vacant. Appeal from the decision of any committee or from the ruling of any officer may be made to the Board of Directors.

#### **Section 3: Chairman of the Board**

The President shall be the Chairman of the Board of Directors but shall be entitled to vote at the meetings of said Board only in the case of a tie.

#### **Section 4: Attendance at Board Meetings**

If any member of the Board of Directors but shall be absent from the two consecutive meetings of the Board, the Board may if it deems the reasons for such absence to be insufficient, declare the board membership of such delinquent director to be vacant.

#### **Section 5: Vacancies**

Any vacancies occurring on the Board during the year shall be filled for the unexpired 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.

## **Article VI**

### **The Club Year, Annual Meeting, Elections**

#### **Section 1: The Club Year.**

The club's fiscal year shall begin on the 1st day of July and end on the 30th of June. The club's official year shall begin immediately at the conclusion of the elections 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 directors and officers for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with section 5 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: Proxies.**

Absent members may vote by written proxy in a club election; but no member may vote by proxy excepting for the election of Directors and Officers. Proxy voting at board meetings shall not be allowed. Proxy voting may be done electronically via email.

#### **Section 4: Elections**

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

#### **Section 5: Nominations**

No person may be a candidate in a club election who is not a member in good standing and who has not been nominated. During the month of May, the Board shall select a nominating committee, consisting of three members and one alternate, not more than one of whom shall be a member of the Board.

**(a)** The committee shall elect a chairperson from its members and shall screen and nominate one candidate for each officer position and at least five additional candidates to fill the other board positions. The Nominating Committee chairperson shall present the nominated candidates at the Club meeting on or about June 1.

**(b)** Nominations may also be made from the floor at the June meeting. Floor nominations must have a second and the nominated candidate must be present at the meeting to accept the nomination.

(c) Additional nominations may be made before June 30 by written petition to the Secretary, signed by five members and endorsed by each additional nominee, signifying his willingness to be a candidate.

(d) On or about July 1, the secretary shall provide each club member with a list of all candidates.

(e) Nominations cannot be made at the annual meeting or in any other manner other than as provided in this section.

## **Article VII**

### **Committees**

The board may each year appoint standing committees to advance work of the club in such matters as field trials, hunt tests, 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.

## **Article VIII**

### **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 the 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 of the breed. 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 were not sustained. The Secretary shall notify the board which shall meet and fix a date of a Board hearing 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 add 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 the complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all 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 (6) 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 invite the defendant, if present, to speak in his own behalf if he wishes. The Club shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present at the meeting shall be necessary for expulsion.

### **Article IX**

#### **Amendments**

These constitution and by-laws may be amended by a majority vote of the members present and voting at any regular or special meeting called for the purpose; but the proposed amendments must be embodied in the call for any such meeting and mailed to each member at least two weeks prior to the date of such meeting.

### **Article X**

#### **Dissolution**

The club may be dissolved at any time by the written consent of not less than 2/3 of the members. After payment of all the debts of the Club its properties and assets shall be donated to the American Kennel Club, as required by the AKC charter."]

### **Article XI**

#### **Order of Business**

##### **Section 1: Club meetings**

The order of business, so far as the character and nature of the Club's meetings may permit, shall be: Roll call, Minutes of last meeting, Report of Board, Report of President, Report of Secretary-Treasurer, Reports of Committees, Election of Officers and Board (at annual meeting), Election of new members, unfinished business, new business and adjournment.

##### **Section 2: Board Meetings**

The order of business, unless otherwise directed by majority vote of those present shall be: Reading of minutes of last meeting, Report of Secretary-Treasurer, Committees, Unfinished business, Election of new members, New business, and Adjournment.