

**MICHIGAN
CHESAPEAKE BAY RETRIEVER
CLUB**

CONSTITUTION & BY-LAWS



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Michigan Chesapeake Bay Retriever Club Constitution & By-Laws

CONSTITUTION

Section 1) *Name*

The name of the Corporation, hereinafter referred to as the Club, shall be the Michigan Chesapeake Bay Retriever Club also known as the MCBRC.

Section 2) *Objectives*

The specific and primary purposes for which this corporation was formed are to foster and encourage the ethical breeding of the Purebred Chesapeake Bay Retriever dog, promote responsible dog ownership, promote conservation of game through the use of Chesapeake Bay Retrievers in waterfowl and upland game shooting, and promote the versatility of the breed.

The objectives of the Club shall be:

- a) To encourage and promote quality in the breeding of purebred Chesapeake Bay Retrievers and to do all possible to bring their natural qualities to perfection in both genotype and phenotype.
- b) To urge Members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only accepted standard of excellence by which Chesapeake Bay Retrievers shall be judged.
- c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition under the rules and regulations of The American Kennel Club (AKC) at:
 - Agility trials
 - Dog Shows
 - Field trials
 - Hunting tests
 - Obedience trials
 - Tracking tests
 - Other competitive events
- d) To conduct sanctioned matches under the rules and regulations of The American Kennel Club (AKC) for:
 - Agility trials
 - Dog Shows
 - Field trials
 - Hunting tests

- Obedience trials
 - Tracking tests
 - And any other event for which the Club is eligible under the Rules and Regulations of the American Kennel Club.
- e) To conduct educational programs in support of the aforementioned objectives of the Club.
- f) To support the efforts of organizations and individuals involved in rescue and re-homing of Chesapeake Bay Retrievers.

Section 3) *Limitations*

This Club is organized and operated exclusively for social purposes within the meaning of Section 501(c) (7) of the Internal Revenue Code or such other subsection of Section 501(c) as might be necessary and not inconsistent with these purposes and limitations.

The property of this corporation is irrevocably dedicated to charitable purposes and in the event of liquidation, dissolution, or abandonment of this corporation, the property shall not inure to the benefit of any private person, but to some nonprofit or other charitable organization not religious in nature. 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) *Membership*

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.

BY-LAWS

Article I: Membership

Section 1) *Language*

The term “Member” shall refer to any form of membership identified under the section on *Eligibility*. Whenever the terms “Executive Board” or “Board” are used herein, they shall refer to the duly elected Officers and Directors of the Club. With respect to pronouns herein, use of the singular shall include the plural and vice versa, and use of the masculine shall include the feminine and vice versa. Whenever the term “written notice” is used it shall refer to email or U.S. postal mail.

Section 2) *Eligibility*

There shall be five forms of Membership open to persons who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. 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. Membership types are as follows:

- a) Individual Membership – for persons at least 18 years of age, with all rights and privileges of membership, including voting privileges and the right to hold office.
- b) Household/Dual Membership – shall comprise two Adult members of the same household meeting the qualifications for individual membership, both individuals shall be entitled to all rights and privileges of membership, including voting privileges and the right to hold office.
- c) Associate Membership – for persons under or over 18 years of age, shall be entitled to all privileges of membership, except the right to vote or hold office. Associate Members will not be able to participate at special membership rates in Club functions nor will they be eligible for special Club awards.
- d) Lifetime Member – For those individuals who have been members for a long period of time (usually 20+ years); Life members pay no dues but are eligible to vote and hold office.

Section 3) *Dues*

- a) Each member must pay, within the time and on conditions set by the Board, the dues, fees and assessments in amounts to be fixed from time-to-time by the Board, provided however that amounts of any fees or assessments must be approved by the membership and recorded as changes to the Club bylaws. In any year when the Board has not acted to change the dues by August 31st, the dues for the current year shall

continue in effect for the following year. The Board is authorized, in its discretion, to set the dues for Household/Dual memberships at an amount less than twice the dues for one Individual membership.

- b) Annual Membership dues are payable on or before January 31st of each year. By December 15th of each year the Secretary shall send to each Member a statement of dues for the ensuing year, with instructions that dues are to be paid to the Treasurer. No Member may vote whose dues are not paid for the current year. Applications for membership submitted with appropriate payment of dues and voted for acceptance after September 30 of a given year shall be considered paid for the following year.
- c) Membership dues shall not exceed \$30.00 per year. Individual Membership dues are set at \$25 per year. Household/Dual dues are set at \$30 per year. Associate Membership dues are set at \$15 per year.
- d) Members may purchase a lifetime membership for the lump sum price of twenty years worth of dues, \$500 for an Individual, or \$600 for a Family. If after purchasing a lifetime Individual membership a member wishes to change to a Family membership type a one-time payment of an additional \$100 must be paid. Thereafter, annual dues are waived.

Section 4) *Election to Membership*

- a) 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 the MCBRC Constitution and Bylaws and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two Members in good standing. Accompanying the application, the prospective Member shall submit dues payment for the current year.
- b) 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 the next club meeting the application will be voted upon and affirmative votes of 2/3 of the Members present and voting by secret ballot at that meeting shall be required to elect the applicant.
- c) If the board reviews and votes on the new member application applicant endorser presence is waived.
- d) Applicants for Membership who have been rejected by the Club may not reapply within six months after such rejection.

Section 5) *Termination of Membership*

Memberships may be terminated as follows:

- a) *By resignation.* Any Member in good standing may resign from the Club upon written notice to the Secretary. Resignation shall not relieve the resigning Member of debts owed to the Club. Obligations other than dues are considered a debt to the Club and they are incurred on

the first day of the fiscal year, however resignations received by January 31st of a given year shall relieve the resigning Member of annual dues for the remainder of that calendar year. At the time of resignation, all corporation properties must be returned.

- b) *By lapsing.* A Membership will be considered as lapsed and will automatically be terminated if such Member's dues remain unpaid 30 days after the first day of the fiscal year. However, the Board may grant a waiver of up to 90 days of grace to delinquent Members in meritorious circumstances. In no case may a person whose dues are unpaid 30 days after the first day of the fiscal year be entitled to vote at any club meeting or election.
- c) *By expulsion.* A Membership may be terminated by expulsion as provided in these bylaws under *Article VI: Discipline.*
- d) Membership is granted to individuals in accordance with these by-laws and may not be transferred.

Section 6) Good Standing

Those members who have paid the required dues, fees and assessments in accordance with these bylaws, who are not suspended and are in good standing with The American Kennel Club, shall be members in good standing.

Article II: Meetings and Voting

Section 1) Club Meetings

Meetings of the Club's membership shall be held at least three (3) times per year within Oakland County, MI and surrounding territory, as defined by AKC at such hour and place as may be designated by the Board of Directors or voted on at a membership meeting. The Secretary shall send written notice of each meeting 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 (5) Members of the Club who are in good standing. Such special meeting shall be held in Oakland County, MI and Surrounding territory, as defined by AKC 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 by the Secretary at least five 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 thereat. The quorum for such meetings shall be 20% of the members in good standing

Section 3) Board Meetings

Meetings of the Board of Directors shall be held at least six times per year in Oakland County, MI and surrounding territory, as defined by AKC or via telephone conference call or via video conference at such hour and place as may be designated by the Board. The Secretary shall send written notice of each meeting at least 5 days prior to the date of the meeting. Board Meetings are open to Members of the Club; however Club Members do not have the right to participate in Board Meetings. Board Meeting minutes may not be read outside of the Board of Directors unless the Board members vote to let the membership read the minutes or unless the Club membership indicates by a 2/3 vote (or with previous notice a majority vote) to have the board minutes read. In the absence of having board minutes read outside of board meetings, the Board shall give periodic reports of its activities to the members. The quorum for such a meeting shall be the 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 Oakland County, MI and Surrounding territory, as defined by AKC 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 meeting shall be mailed by the Secretary at least five 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. The quorum for such a meeting shall be the majority of the Board.

Section 5) Voting Privileges

- a) Members eligible to vote shall have the right to vote as set forth in these bylaws, on the election of board members; on the disposition of all or substantially all of the corporation's assets, on any election to dissolve the corporation; and on written proposed amendments to the Club's constitution and bylaws.
- b) Each Individual 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 they are present.
- c) Each adult Household/Dual Member in good standing whose dues are paid for the current year shall be entitled to one vote (two votes maximum per Household/Dual Membership) at any meeting of the Club

- at which they are present; only those Household/Dual Members eligible to vote and present at the meeting may vote.
- d) Proxy voting will not be permitted at any Club meeting or election.

Article III: Directors and Officers

Section 1) Board of Directors

The Board of Directors is the administrative body of the Club, and transacts the business of the Club. The Board of Directors shall be comprised of the *four* (4) Officers and five (5) other Board Members referred to as Directors, all of whom shall be Members in good standing and all of whom shall be elected for three (3) year terms at the Club's annual meetings as provided in Article IV, and shall serve until their successors are elected, or a vacancy is created. 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, Treasurer and Enrollment Officer 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. The President shall not vote at meetings other than to break a tie vote, create a tie vote (to table an issue), or by secret ballot. Specific duties of the Club President include:
- a.1. Setting goals for the organization
 - a.2. Performing administrative duties
 - a.3. Protecting the rights of the Members
 - a.4. Ensuring due diligence in legal and ethical considerations
 - a.5. Presiding at meetings
- b) The Vice President shall have the duties and exercise the power of the President in the case of the President's absence, incapacity, resignation or death. If the President cannot attend a Club meeting, the Vice President is responsible for performing the President's duties at the meeting.
- 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 correspondence, notify Members of meetings, notify new Members of their election to Membership, notify Officers and Directors of their election to the Board; and carry out such other duties as are prescribed in these bylaws. If the Secretary cannot

attend a general or board meeting, it is the Secretary's responsibility to appoint an ex officio secretary to act in his/her stead.

- d) The Treasurer shall collect and receive all the 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 by 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. At the annual meeting an accounting shall be rendered of all monies received and expended during the previous fiscal year. Once the Club has a bank balance greater than \$3000, the Treasurer shall be bonded in such an amount, as the Board of Directors shall determine. Annually the books of record are to be reviewed by either an outside source or a Member in good standing who is not on the Board to determine their accuracy and protect the interests of the Club.

Section 3) Attendance

All Board Members (Officers and Directors) so honored by the membership are expected to take their duties and commitment seriously. All Board Members are required to attend at least 33% of the membership meetings held per year. All Officers are required to attend a minimum of 50% of the membership meetings held per year. The President and Secretary are required to attend at least 75% of the membership meetings per year. In addition, all Board Members are required to attend at least 66% of the board meetings held per year.

All Board Members are required to attend the annual meeting unless they notify the Secretary in writing 7 days prior to the meeting. Special consideration will be given for unforeseen events. Any Director or Officer that cannot fulfill their commitment to the Club will be asked to resign their position. Such request must be in writing and signed by at least three (3) Officers.

Section 4) Vacancies

Any vacancies occurring on the Board or among the Officers during the year shall be filled by an appointee receiving a majority vote of all the then Members of the Board, either at its first regular meeting following the creation of such a vacancy, or at a Special Board Meeting called for that purpose; except that a vacancy in the office of President shall be automatically filled by the Vice President and the resulting vacancy in the office of the Vice President shall be filled by the Board. Terms of appointments to the Board will be in effect only until the next annual election, when the membership will elect new Board Members.

Should an elected Board Member resign, such resignation from the Board of Directors must be in writing. Verbal or email notification is not acceptable. Resignations must be delivered to the Secretary or President of the Club. The Board shall appoint a replacement to fill the vacancy as soon as possible to serve until the next Annual Meeting & Election.

Article IV: The Club Year, Annual Meeting and Elections

Section 1) Club Year

The Club's fiscal year shall begin on the 1st of January and end the 31st of December. The Club's official operating year shall begin the 1st of the month following the annual meeting, and shall continue until the end of the month following the election and the next year's annual meeting. With the annual meeting month set by Section 6 as February, this paragraph sets the official operating year as March 1st through February 28th or 29th of each year.

Section 2) Annual Meeting

- a) The annual meeting shall be held in the month of February and attendance shall be restricted to members in good standing and invited guests; only members in good standing shall be allowed to actively participate in the business of the Club. At the annual meeting Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with (section 4 of this article) Ballots shall be prepared listing candidates of the Nominating Committee and those, if any, who were nominated at the January meeting. The tallies of votes for all candidates shall be read aloud to the members after the election
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 30 days after the election.
- b) All Officers and Directors for the previous year are required to provide a brief written report of their Club activities for the prior year, to include a description of the role they played for the Club, and how they assisted in promoting the Objectives of the MCBRC. Annual Board Member/Officer Reports are due to the Secretary a minimum of 14 days prior to the annual meeting. The Secretary is required to organize and print these annual reports, and provide a written copy to all members present at the annual meeting, along with a copy of all committee reports and an annual Treasurer's report.

Section 3) Elections

The nominated candidates receiving the greatest number of votes for each available position shall be declared elected. The nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected. The term for election to an Officer position is one year. Officers may be re-elected to the same position without limitation, however the Club Officer positions held by individual Directors are subject to change at each annual Organizational Special Board Meeting.

Section 4) Nominations

During the month of October, the Board shall select a Nominating Committee consisting of 3 Members and two alternates not more than one of whom may be a member of the board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Committee Chairperson and it shall be such person's duty to call a committee meeting on or before November 15th of the same year.

- a) The Committee shall nominate candidates to fill Board of Director vacancies from among persons who have been members in good standing of the Club for at least one year. For the first year of the election of the Club's Board of Directors, Nominees shall volunteer for one, two, or three year terms. The initial Board shall be comprised of nine members, of which three will be committed for one year, three committed for two years, and the remaining three committing to three years as a Director. Thereafter, all elected positions will be for three-year terms. After securing the consent of each person so nominated, the Committee shall report the nominations immediately to the Secretary in writing.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall notify all members of the Club, in writing, at least two weeks before the January meeting of the candidates so nominated, with a brief biography provided by the nominees stating their interests in the Chesapeake Bay Retriever and the Club.
- c) At the January meeting any member in good standing and in attendance may make additional nominations, and provided further that the person so nominated does not decline when their name is proposed. At that time the nominated individual should stand and state their interest in the Chesapeake Bay Retriever and the Club. If the proposed candidate is not present at the meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying their willingness to be a candidate, and a brief description stating their interests in the Chesapeake Bay Retriever and the Club. Said statement is to be read aloud to members present and

entered into the meeting minutes. No person may be a candidate for more than one position.

- 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) *Appointing Committees*

The Board may each year appoint standing committees to advance the work of the club in such matters as dogs 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) *Termination of Committee Appointment*

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 American Kennel Club automatically shall be suspended from the privileges of this club for a like period.

Section 2) *Charges*

An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications 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 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 interests 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 for a hearing by the board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges and the specifications 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 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 reprimand or 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 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 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 finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The 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) Proposing Amendments

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 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 ninety (90) days of the date when the petition was received by the Secretary.

Section 2) *Voting on Amendments*

The Constitution and Bylaws may be amended by a 2/3 secret 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. Mail-in ballots are unacceptable.

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 good standing. In the event of the dissolution of the Club other than for the purpose of reorganization whether voluntary or involuntary or by operation of the 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 payments of debts of the Club shall its property and assets be disposed of in accordance with the MCBRC Constitution, Section 3) Limitations.

Article IX: Order of Business

Section 1) *Club Meetings*

At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, unless otherwise directed by the majority vote of those present, shall be as follows:

- Roll Call
- Minutes of the Last Meeting
- President's Report
- Secretary's Report
- Treasurer's Report
- Committee Reports
- Election of New Members
- Election of Board Members and Officers (at annual Meeting)
- Unfinished Business
- New Business
- Adjournment

Section 2) *Board Meetings*

At meetings of the Board, the order of business, unless otherwise directed by the majority vote of those present, shall be as follows:

- Reading of Minutes of Last Meeting
- Secretary's Report

Treasurer's Report
Committee Reports
Unfinished Business
New Business
Adjournment

Article X: Parliamentary Authority

The rules contained in ***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.