

PALMETTO RETRIEVER CLUB

Constitution and By-Laws

ARTICLE I

NAME AND OBJECTIVES

SECTION 1: The name of the Club shall be Palmetto Retriever Club, Inc.

SECTION 2: The objectives of the Club shall be:

- a. To encourage and promote the breeding of pure-bred AKC registered retrievers and to do all possible to bring their natural qualities to perfection;
- b. To urge members and breeders to accept the standards of the breeds as approved by the AKC and/or UKC 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 club trials, licensed field trials and licensed hunt tests;
- d. To conduct sanctioned and licensed field trials and hunt tests under the rules of the AKC and/or UKC;
- e. To conduct sanctioned and licensed field trials and hunt tests under the rules of any other organization approved by the Board of Directors;
- f. To conduct club trials, training or fun days for the participation, enjoyment and experience of the club members and their perspective member guest.

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 donation to the Club shall insure to the benefit of any member or individual.

ARTICLE II

MEMBERSHIP

SECTION 1: ELIGIBILITY – There shall be one type of membership open to all persons twelve years of age and older who are in good standing with AKC and/or UKC 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 handlers in its immediate area.

SECTION 2: DUES – Membership dues shall be \$15.00 per year per person or \$30 per year per family payable on or before the first day of January or each year. No member may vote whose dues are not paid for the current year. Members whose dues are not paid will not receive the standard discount in entry fees accorded members whose dues are current. Also, members whose dues are not paid will not accumulate points toward the year-end awards.

SECTION 3: ELECTION TO MEMBERSHIP – Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and By-Laws of the Palmetto Retriever Club, Inc., and rules of the AKC and/or UKC.

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 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 grace to such delinquent members in meritorious cases. In no case may a person vote at any Club meeting whose dues are unpaid as of the date of the meeting.
- c. **BY EXPLUSION** – A membership may be terminated by expulsion as provided in Article VII of these Constitution and By-Laws.

**ARTICLE III
MEETING AND VOTING**

SECTION 1: 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, 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 such hour and place 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 seven (7) days and not more than fifteen (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 thereafter. The quorum for such a meeting shall be twenty (20%) percent of the members in good standing.

SECTION 2: BOARD MEETINGS – Meetings of the Board of Directors shall be held in a central location at such a time and place as may be designated by the President or Board. Written notice of each such meeting shall be mailed by the Secretary at least seven (7) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 3: 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 three (3) members of the Board. Such special meetings shall be held at a central location and convenient location at such hour and place as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Secretary at least seven (7) and not more than fifteen (15) days prior to the date of the meeting, or telephonic notice shall be given at least three days and not more than five (5) 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 thereafter. A quorum for such meeting shall be a majority of the Board.

SECTION 4: VOTING – Proxy voting will not be permitted at any Club meeting or election. In case of write ins, each absentee ballot will be sent to each member, those paying family or kennel dues will receive two ballots. Dues shall be paid by July 1st to receive ballots or vote at Club meetings.

ARTICLE IV
DIRECTORS AND OFFICERS

SECTION 1: BOARD OF DIRECTORS – The Board of Directors shall be comprised of: President, Vice-President, Secretary, Treasurer, and not less than four (4) nor more than eight (8) other members all of whom shall be members in good standing. The officers of the Club shall be elected for one (1) year terms at the Club’s Annual Meeting as provided in Article V and shall serve until their successors are elected. They may serve consecutive terms. The general Board Members’ terms will begin at the annual Meeting of an odd year and end with the Annual Meeting of an even year and end at the succeeding even year. 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 and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- a. President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally pertaining to the office of the President in addition to those particularly specified in these Constitution and By-Laws.
- b. The Vice President shall assist the President in his duties and he shall chair any standing committees as deemed necessary by the President and/or the Board.
- c. The Secretary shall keep records of all meetings of the Club and of all matters of which a record shall be ordered by the Club. He shall 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 carry out such other duties as are prescribed in these Constitution and By-Laws.
- d. The Treasurer shall collect and receive all monies due or belonging to the Club. He shall deposit the same in a bank satisfactory to the Board, in the name of the Club. His books shall at all times be open to inspection of the Board, and he shall report to them at every meeting of the condition of the club’s finances and every meeting he shall render an account of all monies received and expended during the previous fiscal year.

SECTION 3: PARTICIPATION OF BOARD MEMBERS – If a Board member is consecutively absent from two or more meetings, the Board shall consider expulsion of the members at the meeting at which that member is absent for the second time. Eventuating circumstances will be considered by the Board in its decision. Any officer not upholding their club responsibilities are subject to dismissal by a majority vote of the Board.

SECTION 4: VACANCIES – Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by nominations from the Board followed by a majority vote of all the members of the Board present at its first regular meeting following the creation of such vacancy.

ARTICLE V
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 thirty-first 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 or February at which directors and officers for the ensuing year shall be elected by written, 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 thirty (30) days after the election.

SECTION 3: ELECTIONS – The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The four candidates nominated for the vacant board positions with the greatest number of votes shall be declared elected.

SECTION 4: NOMINATIONS – No person may be a candidate for Club election who has not been nominated as prescribed in sub-section (a), (b), and (c).

- a. Board nominates a slate in November or December. The Board shall nominate one (1) candidate for each office and one (1) candidate for each of the four (4) to eight (8) positions for Board Members and secure the consent of each person so nominated.
- b. On receipt of the Nominating Committee report, the Secretary shall on or before December 15th notify each member of the date of the Annual Meeting, the Nomination Committee and a call for further nominations from the Club.
- c. Additional nominations from the general membership in good standing must be postmarked or submitted to the Secretary in writing before January 15th and must be accompanied by ten (10) signatures of club members in good standing. After this time, the nominations will be closed. Those officers for which there is only one nomination shall be declared elected. Not less than four (4) nor more than eight (8) general Board Members shall be elected by simple majority vote. A nominee for office must signify his willingness to be a candidate in writing.
- d. Nominations cannot be made at the Annual Meeting or in any manner other than as provided for in this Section.

ARTICLE VI
COMMITTEES

SECTION 1: Field Trial and Hunt Test Chairman and Secretary shall be appointed by the Officers and Board of Directors and run event under the guidelines of the Board of Directors of the Club.

SECTION 2: The Board may each year appoint standing committees to advance the work of the Club in such matters as field trial 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 3: Standing committees shall have a term of one (1) calendar year (January – December 31), and if not renewed by the Board shall automatically be terminated at the end of the calendar year.

**ARTICLE VII
DISCIPLINE**

SECTION 1: SUSPENSION – Any member who is suspended from the privileges of the AKC and/or UKC, or any other governing body selected by the club 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. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10 which shall be forfeited if such charges are not sustained. The Secretary shall promptly notify the Board which shall meet and fix a date of a Board hearing not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the accused may personally appear in his own defense and bring witnesses if he or she wishes.

SECTION 3: BOARD HEARING – The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the Board may by a majority vote of those present suspend the accused from all privileges of the Club including Club sponsored field trials or hunt tests for not more than twelve (12) 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 accused 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: EXPLUSION – 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 sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The accused 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 Boarder's finding and recommendation, and shall invite the accused, if present, to speak in his own behalf if he wishes. The meeting 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**

SECDTION 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 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 (2) weeks prior to the day 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 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 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 selected by the Board of Directors.

**ARTICLE X
ORDER OF BUSINESS**

SECTION 1: At the 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 last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report 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

Approved at Palmetto Retriever Club Annual Meeting on January 28, 2012, with the unanimous vote of the officers, board members, and general membership. There were no objections. All other copies of the PRC constitution are no longer valid.