



Maine Golden Retrievers, Inc.

*An association of owners, breeders and trainers of
Golden Retrievers resident in the State of Maine*

BYLAWS

MAINE GOLDEN RETRIEVERS, INC.

(Adopted by the membership on August 27, 2011)

(Amended by the membership on October 16, 2011)

ARTICLE I.

(Name and Purposes)

SECTION 1. MAINE GOLDEN RETRIEVERS, INC. (hereinafter referred to as the “Club”) is organized under the laws of the State of Maine as a mutual benefit corporation for all purposes permitted under Title 13-B of the Maine Revised Statutes Annotated and, more specifically for the following purposes:

- (a) to encourage and promote quality in the breeding of purebred Golden 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 (sometimes hereinafter referred to as “AKC”) as the only standard of excellence by which the Golden Retriever breed 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**
 - obedience trials**
 - tracking tests**
 - agility trials**
 - field trials**
 - hunting tests**
- (d) to conduct sanctioned matches,**
 - dog shows**
 - obedience trials**
 - tracking tests**
 - agility trials**
 - field trials**
 - hunting tests**
 - and any other event for which the Club is eligible under the Rules and Regulations of the AKC; and**
- (e) to promote the training of Golden Retrievers,**

- disseminate knowledge regarding obedience, tracking and agility training
- conduct classes for the training of Golden Retrievers and their handlers
- encourage the training of judges
- hold and support obedience matches and trials, tracking matches and tests, and agility matches and trials under the Rules and Regulations of the AKC; and
- promote cooperation and good sportsmanship among its members in the ownership, training and exhibition of Golden Retrievers.

SECTION 2. 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 3. The members of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out the foregoing Purposes, adoption and amendment thereof to be in accordance with the applicable provisions of these Bylaws including Article VIII.

ARTICLE II

Membership

SECTION 1. *Eligibility.*

There shall be four types of membership open to all persons 18 years of age and older and one type of membership open to all persons under the age of 18, all of whom are in good standing with The AKC and who subscribe to the purposes of the Club. With the exception of Associate membership all members of the Club shall maintain a residence in the State of Maine. The categories of membership are the following:

- *Regular (Individual)* - Enjoys all Club privileges including the right to vote and hold office.
- *Household* – Two (2) adult members residing in the same household, each eligible to vote and hold office.
- *Junior* – Open to children under 18 years of age; a non-voting/non-office holding membership which may automatically convert to regular membership at age 18.
- *Associate* - Membership extended to adults residing outside the State of Maine or to adults residing in the State of Maine who support the purposes of the Club but who are not active participants in the Club's activities. Such persons are entitled to all privileges of the Club except for voting and office holding.
- *Honorary* – Membership conferred upon individuals who have made significant contributions to the Sport, Golden Retrievers, or the Club.

Honorary members pay no dues and are not eligible to vote but are eligible for other categories of membership if they meet such membership criteria.

SECTION 2. *Dues.*

Membership dues shall not exceed One Hundred Fifty dollars (\$150.00) per year, regardless of membership category. The annual dues are hereby established as follows, which dues shall be reviewed and modified as required at the Club's annual meeting or at a meeting of the Club's membership called for that purpose.

- **Regular – Twenty Five dollars (\$25.00) per annum.**
- **Household - Forty dollars (\$40.00) per annum.**
- **Junior – Ten dollars (\$10.00) per annum.**
- **Associate – Fifteen dollars (\$15.00) per annum.**

No member shall be permitted to vote at any meeting of the Club when his or her dues are not paid for the current fiscal year.

SECTION 3. *Election to Membership.*

Each applicant for membership not a charter member of the Club elected by the incorporators at the time of incorporation (“Charter Members”) shall apply on a form approved by the board of directors which shall provide that the applicant agrees to abide by the constitution, bylaws, and rules of The American Kennel Club (AKC). The application shall state the name, address, (including email address) and occupation of the applicant. Said application must be endorsed by two members in good standing. Accompanying the application, the applicant shall submit the dues payment for the current year.

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 two-thirds of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not reapply within 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 membership in the Club upon providing 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.
- (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 30 days of grace to such delinquent members in meritorious cases. In no

case may a person be entitled to vote at any Club meeting when such person's dues are unpaid as of the date of the meeting.

(c) *by expulsion.* A membership may be terminated by expulsion as provided in Article VII of these bylaws.

ARTICLE III

Meetings and Voting

SECTION 1. *Club Meetings.* Meetings of the Club shall be held each month at a location within the State of Maine at such hour and place, all as may be designated by the board of directors. Inasmuch as the Club has membership from throughout the State of Maine, the board of directors will consider the geographic diversity of the membership in setting the location(s) of monthly meetings and the Annual Meeting. Notice of the location, date and time of each meeting shall be sent no later than 10 days prior to the meeting and may be sent by email (if a member has provided an email address to the Secretary) or by placing the notice in the U.S. Postal Service. The quorum for such meetings shall be twenty percent.

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 members of the Club who are in good standing. Such special meeting(s) shall be held at such place, date and hour as may be designated by the board of directors. Written notice of such a meeting shall be mailed or emailed by the Secretary at least five days and not more than 15 days prior to the date of the meeting. Such notice shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing.

SECTION 3. *Board Meetings.* Meetings of the board of directors shall be held each month within the State of Maine at such date, hour and place as may be designated by the board. Written notice of each such meeting shall be mailed or emailed by the Secretary at least five days prior to the date of the meeting. The quorum for such meeting shall be a majority of the board. With the consent of all participating directors, a director or directors may participate in such meetings by teleconference.

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 within the State of Maine at such date, hour and place as may be designated by the President. Written notice of such meeting shall be mailed or emailed by the Secretary at least five days and not more than 10 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. The quorum for such a meeting shall be a majority of the board.

SECTION 5. *Voting.* Each 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 he or she is present and is otherwise eligible to vote, e.g., only directors are permitted to vote at meetings of the board of director. 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 officers and three other persons, 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 V and shall serve until their successors are elected. 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) 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 bylaws.
- (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.
- (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; 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 physical and mailing addresses (including email addresses) and telephone numbers, and carry out such other duties as are prescribed in these bylaws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a federally insured bank or credit union designated by the board, in the name of the club. The books shall at all times be open to inspection by the President and/or 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 previously reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall ensure that all required reports of a fiscal nature are prepared and filed with state and federal authorities. The board, at its discretion, may require the Treasurer to be bonded, the cost of such bond to be paid by the club.

- (e) AKC Delegate in the event that the club is elected a Member Club of the AKC. While not an officer, the Delegate shall represent the Club at meetings of The American Kennel Club. Unless otherwise determined by the board, expenses incurred by the Delegate in attending AKC meetings shall be solely at his or her expense.
- (f) The board shall also designate a Clerk/Registered Agent who shall be responsible for the filing of required reports with the Secretary of State in Augusta, Maine. Said person must be a member of the Club but shall not be required to be an officer thereof.

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 the 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; except that a 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.

ARTICLE V

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 last 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 October, at which officers, the Delegate to The American Kennel Club (when applicable), and directors for the ensuing year shall be elected by 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 the successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. *Elections.* The nominated candidate receiving the greatest number of votes for each office shall be declared elected.

SECTION 4. *Nominations.* No person may be a candidate in a Club election who has not been nominated in accordance with this Article. During the month of June, the board shall select a Nominating Committee consisting of five members, not more than two of whom may be a member of the board. The Secretary shall immediately notify those members who have been selected. The board shall designate a chairman for the committee and it shall be the chairman's duty to call a committee meeting which shall be held no later than 30 days from the date of the committee's selection.

- (a) At the meeting of the Nominating Committee it shall nominate one candidate for each office, positions on the board, and, if applicable, for AKC Delegate, who may but need not be an officer or director of the club. After securing the consent of each person so nominated, the Committee's chairman shall immediately report in writing the nominations to the Secretary.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before the September meeting, notify each member of the Club in writing, by mail or email, of the candidates so nominated.
- (c) Additional nominations may be made at the September meeting by any member in good standing in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position (except for the position of AKC Delegate.)
- (d) Nomination CANNOT be made at the annual meeting or in any manner other than as provided in this Section.

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, obedience trials, trophies, annual prizes, membership and other fields which may be well 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. 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 ALL 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 by certified check in the amount of five hundred dollars (\$500.00), which amount shall be forfeited to the Club 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 when the actions alleged in the charges, if proven, would 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 shall refuse to entertain jurisdiction and will return the deposit check to the complainant.

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 specifications 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 or her own defense and present witnesses.

SECTION 3. *Board Hearing.* The board shall have complete authority to decide whether legal counsel may attend the hearing, but both complainant and the accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by both parties, the board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for a period not to exceed six months from the date of the hearing. And, if it deems that suspension to be an insufficient punishment, it may also recommend to the membership that the penalty be expulsion from the Club. In such case, suspension shall not restrict the defendant's right to appear before his or her fellow members at the ensuing club meeting which considers the board's recommendation. 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 accused shall have the privilege of appearing in her 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 recommendation, and shall invite the accused, if present, to

speaking in his or her own behalf. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds 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 VIII

Amendments

SECTION 1. Amendments to the 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 three months of the date when the petition was received by the Secretary.

SECTION 2. The bylaws may be amended by a two-thirds 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 or emailed to each member at least two weeks prior to the date of the meeting. In the event and at such time as the Club is a Member Club of The American Kennel Club, no amendment to the bylaws that is adopted by the Club shall become effective until such amendment has been approved by the Board of Directors of The American Kennel Club.

ARTICLE IX

Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than two-thirds of the members in good standing. In the event of 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 or members of the Club, but after payment of the debts of the Club its property and assets shall be offered to, and if accepted, conveyed to a charitable organization for the benefit of dogs selected by the board of directors. In the event the board is unable to convey the Club's property and assets to an acceptable charitable organization within six months of the club's dissolution, the property and assets of the club shall be liquidated and the net proceeds shall be transferred as a contribution to The American Kennel Club.

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 may permit, shall be as follows:

- Roll Call**
- Review and Approval of Minutes of last meeting**
- Report of President**
- Report of Secretary**
- Report of Treasurer**
- Report of AKC Delegate (when applicable)**
- Reports of committees**
- Election of officers and board members (at annual meetings)**
- 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:

- Review and approval of Minutes of last meeting**
- Report of Secretary**
- Report of Treasurer**
- Reports of committees**
- Unfinished business**
- New business**
- Adjournment**

ARTICLE XI

Parliamentary Authority

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 bylaws and any other special rules or order the Club may adopt.

Notes of Amendments

Amended by membership on October 16, 2011 to add a membership category of “Junior” in Article II, Section 1 and a dues amount for Junior members in Article II, Section 2.