

Treasure Valley Hunting Retriever Club, Inc.
Constitution and Bylaws EIN# 27-1381998
Amended May 12, 2018

Article 1

Names and Objectives

SECTION A: The name of the club shall be the Treasure Valley Hunting Retriever Club, Inc.

SECTION B: The objectives of the club shall be:

- ✎ To educate handlers, owners, and the general public and to promote the use and training of hunting retrievers as a conservation tool for the sound management and use of all our wildlife resources. To encourage and promote quality in the breeding and field testing of purebred hunting retrievers and to do all possible to bring their natural abilities to perfection.
- ✎ To do all in its power to protect and advance the interests of hunting retrievers through education and by encouraging sportsmanlike participation at hunt tests and field trials.
- ✎ To conduct approved and licensed American Kennel Club hunt tests and field trials for hunting retrievers.
- ✎ To conduct American Kennel Club hunting tests and field trials under the rules and regulations of the American Kennel Club.
- ✎ To educate handlers, owners and the public at large in the use and training of purebred hunting retrievers.
- ✎ To encourage the training of judges.

SECTION C: The Treasure Valley Hunting Retriever Club, Inc. shall be a non-profit corporation and is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The property of the Treasure Valley Hunting Retriever Club, Inc. shall be used solely to promote its purposes as herein defined.

Upon the dissolution of the Treasure Valley Hunting Retriever Club, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

No part of the net assets or net earnings of the Treasure Valley Hunting Retriever Club, Inc. shall inure to the benefit of or be paid or distributed to any officer, director, member, employee or donor of the Treasure Valley Hunting Retriever Club, Inc.

SECTION D: The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

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ARTICLE 2

Membership

SECTION A: *Eligibility.* There shall be two types of membership open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this club:

1. Regular (Individual): Enjoys all club privileges including the right to vote and hold office.
2. Household (Family): Two (2) adult members residing in the same household, each eligible to vote and hold office. Children under 18 are considered non-voting club members and are not eligible for office.

While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the hunters, breeders and hunt tests/field trials in its immediate area.

SECTION B: *Dues.* Membership dues shall be \$25.00 per year for an individual and \$35.00 per year for a family, payable on or before the 5th day of January of each year. During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year. No member may vote whose dues are not paid for the current year.

SECTION C: *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 the constitution and bylaws and the rules of The American Kennel Club. The membership form shall state the name, and address of the applicant. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the Secretary.

SECTION D: *Termination of Membership.* Memberships may be terminated by:

1. *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 are incurred on the first day of each fiscal year.
2. *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 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.
3. *Expulsion.* A membership may be terminated by expulsion as provided in Article VII, section D of these bylaws.

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ARTICLE 3

Meetings and Voting

SECTION A: *Club Meetings.* Meetings of the club shall be held six (6) times per year, at a minimum within the Treasure Valley or greater Treasure Valley area. The Secretary will issue notices of upcoming meetings, which shall be open to all club members unless an emergency or committee meeting is needed. All officers, board members, and members must be notified of such meetings (10) days prior to the meeting date. Quorum for all such meetings shall be 20 percent of paid memberships (members in good standing).

SECTION B: *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 meetings shall be held in the Treasure Valley, or the greater Treasure Valley area 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/e-mailed by the Secretary at least five 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 a meeting shall be 20 percent of the members in good standing.

SECTION C: *Board Meetings.* Meetings of the board of directors shall be held each month in in the Treasure Valley, or the greater Treasure Valley area at such hour and place as may be designated by the board. Written notice of each such meeting shall be mailed/e-mailed by the 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 D: *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 the Treasure Valley, or the greater Treasure Valley area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. The Secretary shall mail/e-mail written notice of such meeting at least five 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 a majority of the board.

SECTION E: *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 they are ~~is~~ present. Proxy voting is not allowed.

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ARTICLE 4

Directors and Officers

SECTION A: *Board of Directors.* The board shall be comprised of the President, Vice President, Secretary, Treasurer, National Club Liaison and six (6) board members, all of whom shall be members in good standing and whose dues are paid for the current year. The 6 board members shall serve staggered three-year terms. Each year the two (2) board positions who have served three (3) years shall be vacated and up for election. The two members that have served three years shall be up for election each year as provided in Article 5. The officers shall serve until their successors are elected. All Board of Directors shall meet the following qualifications: (1) be a member in good standing of the TVHRC for a minimum of one year and (2) have handled and passed a dog in any stake of a TVHRC Hunt Test. The National Club Liaison will be responsible for establishing and maintaining good club relations with each of the national organizations. These positions shall also report to the board and general club members any new pertinent information from the national organizations that may affect the club. General management of the club's affairs shall be entrusted to the board of directors.

SECTION B: *Officers.* The club's officers, consisting of the President, Vice President, and Secretary, and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the board and its meetings.

1. *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.
2. *The Vice President* shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity
3. *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. He/she shall have charge of the correspondence, notify members of meetings, 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 bylaws.
4. *The Treasurer* shall collect and receive all moneys due or belonging to the club. He/she shall deposit the same in a bank designated by the board, in the name of the club. His/her books shall always be open to inspection of the board and they 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 they shall render an account of all moneys received and expended during the previous fiscal year.

The Treasurer shall pay all bills accrued by check/card; no moneys are to be expended over \$200.00 without approval/preapproval of the one other officer. Any expenditure must be approved/preapproved by a Board of Director, if over \$200 it must be approved/preapproved by Treasurer and one other officer. An audit shall be performed annually during the month of December, immediately prior to turning the books over to a newly elected treasurer, or as directed by the President. The Treasurer, as well as the President may sign checks.

SECTION C: *Vacancies.* Any vacancies occurring on the board among the offices during the year shall be filled until the next annual election by a majority vote of all members of the board at its first regular meeting following the creation of such vacancy, except that a vacancy in the

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office of President shall be filled automatically by the Vice President and the resulting vacancy in that office of Vice President shall be filled by the board.

A vacancy in an office or board position can occur if the person fails to attend three consecutive board meetings without valid reason as determined by the board.

ARTICLE 5

The Club Year, Annual Meeting, Elections

SECTION A: *Club Year.* The club's fiscal year shall begin on the 1st day of January and end on the 31st 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 B: *Annual Meeting.* The annual meeting shall be held in the first Quarter of the New Year at which officers and the two, three-year, board members for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section "D" 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 14 days after the election.

SECTION C: *Elections.* The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for the open positions on the board who receive the greatest number of votes shall be declared elected. If a tie occurs, one member of the Board of Directors will flip a coin in presence of at least one other Board of Directors member to resolve the tie.

SECTION D: *Nominations.* No person may be a candidate in a club election who has not been nominated. During the month of October, the board shall select a Nominating Committee consisting of three members. The Secretary shall immediately notify the committeemen and alternates of their selection. The board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before January 31st.

1. The committee shall nominate at least one candidate for each office and at least two candidates for the three-year term on the board and, after securing the consent of each person so nominated, shall immediately report his or her nominations to the Secretary in writing.
2. Upon receipt of the Nominating Committee's report, the Secretary shall before January 31st notify each member in writing of the candidates so nominated.
3. Additional nominations may be made at the January board meeting by any member 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.
4. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

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ARTICLE 6

Committees

SECTION A: The board may each year appoint standing committees to advance the work of the club in such matters as Hunt Tests/Field Trails, 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 B: Any committee member appointed 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 7

Discipline

SECTION A: *American Kennel Club.* 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 B: *Charges.* Any member may press charges against a member for alleged misconduct prejudicial to the best interests of the club or Hunting Retrievers. 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 by the board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the board and 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 interest of the club, 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 not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail/registered mail/e-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 they wish.

SECTION C: *Board Hearing.* The board shall have complete authority to decide whether council may attend the hearing, but both complainant and defendant shall be treated uniformly in this 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 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 by 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 D: *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 proceeding may occur at a regular or special meeting of the

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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 privileges of appearing on their 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 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 8

Amendments

SECTION A: 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 three months of the date when the petition was received by the Secretary. Any member shall have the right to be heard and voice their approval or objections to such amendment prior to the time the board considers the amendment.

SECTION B: The constitution and 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/e-mailed to each member at least two weeks prior to the date of the meeting.

ARTICLE 9

Dissolution

SECTION A: Dissolution. The club may be dissolved at any time by the written consent of not less than two-thirds of the members in good standing. Upon the dissolution of the Treasure Valley Hunting Retriever Club, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE 10

Order of Business

SECTION A: 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:

1. Roll call and introduction of new members
2. Agenda/Program
3. Minutes of the last meeting
4. Report of President
5. Report of Secretary
6. Report of Treasurer
7. Reports of committee
8. Election of officers and board (at annual meeting)
9. Unfinished business
10. New business
11. Adjournment.

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

1. Reading of minutes of last meeting
2. Report of Secretary
3. Report of Treasurer
4. Reports of committees
5. Unfinished business
6. New business
7. Adjournment

SECTION C: *Parliamentary Authority.* 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 of order the club may adopt.