

## **COLORADO FOOTHILLS RETRIEVER CLUB CONSTITUTION**

*revised January 16, 2011*

### Name and Objectives

SECTION 1. The name of the Club shall be the Colorado Foothills Retriever Club.

SECTION 2. The objectives of the Club shall be:

(a) to encourage and promote quality in the breeding of purebred retrievers and to do all possible to bring their natural qualities to perfection;

(b) to do all in its power to protect and advance the interests of the hunting retriever by encouraging sportsmanlike behavior at club meetings and events;

(c) to conduct licensed hunting retriever tests under the rules of The American Kennel Club.

SECTION 3. For purposes of this constitution, "retrievers" shall include all breeds (Golden Retriever, Labrador Retriever, Chesapeake Bay Retriever, Flat Coated Retriever, Curly Coated Retriever, Irish Water Spaniel, Standard Poodle, and any future breed designated by The American Kennel Club) which may participate in AKC Licensed Hunting Retriever Tests.

SECTION 4. 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 of individual.

SECTION 5. 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.

### **BY-LAWS**

#### *ARTICLE 1*

#### Membership

SECTION 1. Eligibility. Membership shall be open to all persons eighteen years of age or older 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, exhibitors and retriever enthusiasts in its immediate area.

SECTION 2. Dues. Membership dues shall be \$25 for individual and/or family (immediate household family members) memberships per year, payable on or before the 1st day of January of each year. During the month of November the Treasurer shall send to each member a statement of his dues for the ensuing year. At the discretion of the Board, such statement may be published as a notice in the newsletter.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these constitution and by-laws and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant. All applications are to be filed with the Treasurer. New member applications will be voted on by the Board of Directors. Affirmative votes by a majority of the Board shall be required for election to membership. Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

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 Treasurer; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and the become due 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 of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

(c) by expulsion. A member may be terminated by expulsion as provided in Article VI of these by-laws.

## *ARTICLE II* Meetings and Voting

SECTION 1. Annual Club Meeting. General meeting of the Club shall be held within the greater Denver area, on the second Wednesday of January at such hour and place as may be designated by the Board of Directors. Written notice of such meeting shall be mailed at least 10 days prior to the date of the meeting and shall include the planned agenda for the meeting. Such notice may be included in the club newsletter. 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 ten members of the Club who are in good standing. Such special meetings shall be held within the greater Denver 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 by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting. The quorum for such a meeting shall be 20% of the members in good standing.

SECTION 3. Board Meetings. Regular meetings of the Board of Directors shall be held quarterly on the second Wednesday of January, April, July and October, within the greater Denver area, at such place as may be designated by the Board. Upon approval of the majority of the Board, dates of Board meetings may be changed with at least 5 days notice to the general membership. Written notice of Board meetings shall be published in the newsletter. The quorum for such meetings shall be a majority of the Board.

SECTION 4. Informal Board Meetings. In addition to the regular Board meetings, the Board may designate such additional meetings as are necessary to conduct the business of the Club. Notice of such meetings need not be sent to the general membership. The quorum for such meetings shall be a majority of the Board.

SECTION 4. 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. Proxy voting will not be permitted at the annual Club meeting.

*ARTICLE III*  
Directors and Officers

SECTION 1. Board of Directors. The board shall be comprised of the President, Past-President, Vice-President, Secretary, Treasurer, and two other board members. all of whom shall be members in good standing and all of whom shall be elected for one-year terms, except that one board member, elected in odd-numbered years, shall be elected for a two year term, at the Club's annual meeting as provided in Article IV 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 by-laws.

(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 the Board and of all matters of which a record shall be ordered by the Club. They also shall have charge of the correspondence and carry out such other duties as are prescribed in these by-laws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Club. He or she shall deposit the same in a bank designated by the Board, in the name of the Club. Club books shall at all times be open to inspection of the Board and he or she shall report to them at every regular Board meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual Club meeting he or she shall render an account of all moneys received and expended during the previous fiscal year. The treasurer shall receive applications for membership and shall provide the names and addresses of those elected to membership to the individual who maintains the Club roster and mailing list.

SECTION 3. Vacancies. Any vacancy occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all the then 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 on 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 IV*

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

SECTION 1. 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 2. Annual Meeting. At the annual meeting Officers and Directors for the ensuing year shall be elected by secret, written 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 30 days after the election.

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

SECTION 4. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of September, the Board shall select a Nominating Committee, consisting of three members, not more than one of whom may be a member of the board. The Board shall immediately notify the committee of their selection. The Board shall name a Chairperson for the committee and it shall be their duty to call a committee meeting which shall be held on or before September 20.

(a) The Committee shall nominate one candidate for each office and two candidates for the other two positions on the Board and, after securing the consent of each person so nominated, shall publish their nominations in writing. This mailing to the general membership shall include definition of the process for making any additional nominations. Such mailing shall be done by October 1, and may be contained in a newsletter.

(b) Additional nominations may be made in writing to the Club Secretary by November 1. Such nomination must include written permission by the individual being nominated. No person may be a candidate for more than one position. The Secretary shall mail a list of any such additional nominations to the general membership by November 15.

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

*ARTICLE V*  
Committees

SECTION 1. Committee Creation. The Board may each year appoint standing committees to advance the work of the Club in such matters as hunting retriever tests, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. Committee Termination. Any committee 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.

SECTION 3. Newsletter Committee. The Board shall appoint a newsletter editor whose responsibilities will be to publish a quarterly newsletter for the Club members. Special mailings will be done as needed to keep members informed. A special mailing will be done annually prior to the annual meeting to advise the final list of candidates, advise of dues, and provide the agenda for the annual meeting. This will be considered as meeting the requirements for these items elsewhere in these by-laws.

*ARTICLE VI*  
Discipline

SECTION 1. American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of 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 or the breed. 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 Board member 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 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 registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his or her 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 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 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. When suspension and expulsion are both recommended, suspension shall not restrict the defendant's right to appear before his fellow members at a Special Club Meeting regarding the expulsion as provide for in Section 4. 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 proceeding may occur at the annual meeting or a 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 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 recommendations, and shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The meeting shall then vote by secret written 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. Amendment Proposals. 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 20% 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 3 months of the date when the petition was received by the Secretary.

SECTION 2. Amendment Approvals. The constitution and by-laws may be amended by a 2/3 vote of the members present and voting at the annual meeting or a 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.

#### *ARTICLE VIII* 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 other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property 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 for the benefit of dogs selected by the Board of Directors.

*ARTICLE IX*  
Order of Business

SECTION 1. Club Meetings. At the annual meeting 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 the Last Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board
- Unfinished Business
- New Business
- Adjournment

SECTION 2. Board Meetings. At regular meetings of the Board, the order of business, unless otherwise directed by the majority vote of those present, shall be as follows:

- Minutes of Last Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment