

CONSTITUTION

ARTICLE I

Name and Objects

SECTION 1. The name of the club shall be Backwater Retriever Club, Incorporated.

SECTION 2. The objects 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 urge members and breeders to accept the standard of the breeds as approved by The American Kennel Club, 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 breeds by encouraging sportsman-like participation at Hunt Tests;
- d) To conduct sanctioned and licensed Hunt Tests under the title of The American Kennel Club.
- e) The Club is affiliated with Hunting Retriever Club, Inc. (HRC) and United Kennel Club, Inc. (UKC). All HRC and UKC rules and policies will be followed at all UKC licensed, HRC Hunts sponsored by this Club. As such, Club Officers shall be members of HRC, Inc. and in good standing with HRC, Inc. and UKC, Inc.

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 donations to the Club shall incur to the benefit of any member or individual.

SECTION 4. The members of the Club shall adapt and may from time to time revise such by-laws as may be required to carry out the objectives.

BY-LAWS

ARTICLE I

Membership

SECTION 1. Eligibility. There shall be four types of membership open to all persons who are in good standing with The American Kennel Club and who subscribe to the purpose of this Club: REGULAR (individual), enjoys all club privileges, including right to vote, and hold office. HOUSEHOLD (2 adult members residing in the same household), each eligible to vote & hold office. Junior membership, without voting rights, is open to youths under 18 years of age. HONORARY Life Memberships may be bestowed upon members based upon long dedicated service to the club. While membership is to be unrestricted as to residence the Club's primary purpose is to be representative of the breeders, owners, and handlers in its immediate area.

SECTION 2. Dues. Membership dues shall be set by the board, payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November the Secretary shall send to each member a statement of dues for the ensuing year. Honorary Life Members shall pay no dues.

SECTION 3. Election of 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 phone number of the applicant and it shall carry the endorsement of one other member. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the Secretary and each application shall be approved by the Board of Directors at its next regular meeting, unless a simple majority of members of the Board reject such membership. Applicants for membership who have been rejected may not re-apply within a six month period after such rejection. Honorary Life Members may be nominated to the Board of Directors by any member. Honorary Life Membership will be bestowed by Board approval.

SECTION 4. Termination of Membership. Membership may be terminated:

- a) By resignation. Any member in good standing may resign from the Club upon written notice to the Secretary. Members who resign must have all dues payments current.
- b) By lapsing. A membership will be considered as lapsed and automatically terminated if his/her dues remain unpaid 30 days after the beginning of the fiscal year.
- c) By Suspension. Members suspended may not reapply for membership within a six-month period of the beginning date of suspension.
- d) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these by-laws.

ARTICLE II

Membership and Voting

SECTION 1. Club Meeting. Meetings of the Club shall be held in the North Central portion of Indiana on a "need be" basis, at such hour and place as may be designated by the Board of Directors. Notice of each meeting shall be emailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meeting shall be 20% of the members in good standing.

SECTION 2. Special Club Meeting. 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 at an agreed upon location within the North Central portions of Indiana, at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Notice of such a meeting shall be emailed 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, and no other Club business may be transacted there at. The quorum for such a meeting shall be 20% of the members attending in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held at a location agreed upon by the Board, at a time designated by the Board. Notice of each such meeting shall be emailed by the Secretary at least 5 days prior to the date of the meeting. The quorum for such meeting shall be a 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 at a place, date, and hour as may be designated by the person authorized herein to call such meeting. Notice of such meeting shall be emailed by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting, or telegraphic notice shall be filed at least 3 days and not more than 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 there at. A 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, except board meeting, at which he/she is present. Proxy voting will not be permitted at any Club meeting or election

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and five other persons of whom shall be members in good standing and all of whom shall be elected for one-year terms, except for the five non-officers, who shall be elected for a staggered term of 2 two year terms, and 3 one year terms. Elections will be held 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 of the Club and its meetings and the Board and its meetings.

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 the President in addition to those particularly specified in these by-laws.

The VICE-PRESIDENT shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

The SECRETARY shall keep a record of all meetings of the Club and of the Board and of all matter of which a record shall be ordered by the Club. He/She shall have charge of the correspondence, notify members of meetings, notify new members 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 by-laws.

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; maintain the books; report the financial condition at each meeting; and make payments of bills due; and at the annual meeting; render an account of all funds received and expended during the previous fiscal year. The Treasurer may be required to be bonded in a manner required by the Board.

****The TREASURER and the SECRETARY may be the same person if approved by the Club and the Board.**

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the offices 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 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 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. The annual meeting shall be held in the month of January at which 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 shall be declared elected. The nominated candidates for open positions on the Board who receive the greatest number of votes for such positions 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 November, 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 Secretary shall immediately notify the committee persons of their selection. The Board shall name a Chairperson and it shall be his/her duty to call a committee meeting which shall be held on or before December 1st.

- a) The Committee shall nominate at least one candidate for each office and at least one candidate for each open positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary.
- b) Upon receipt of the Nominating Committee report, the Secretary shall notify the membership in writing of the candidates so nominated.
- c) Additional nominations may be made at the annual meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that the candidate is in attendance at the meeting.
- d) Nominations may be made at the annual meeting if called for by the Board. Each nomination must be made in accordance with 1) a nomination, 2) a second to the nomination, 3) a secret written ballot vote.

ARTICLE V

Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as breed specialties, 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.

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 the 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 breeds. 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 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 PREDUDICIAL TO THE BEST INTERESTS OF THE CLUB. IF THE BOARD CONSIDERS THAT THE CHARGES DO NOT ALLEGE CONDUCT WHICH WOULD BE PREJUDICIALIAL 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 or 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 assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/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 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 is insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the expulsion shall not restrict the defendant's right to appear before his/her 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 proceeding 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 privilege of appearing in his/her own behalf if he/she 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

SECTION 1. Amendments to the constitution and by-laws may be proposed by the Board or by written petition addressed to the Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board 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 weeks prior to the date of the meeting.

ARTICLE VIII Dissolution

SECTION 1. Dissolution. The Club may be dissolved at any time be 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 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 for the benefits of dogs and upland and/or waterfowl preservation selected by the Board.

ARTICLE IX 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 the President
- Report of the Secretary
- Report of the Treasurer
- Elections (at annual meeting)
- Appointment of new members
- Unfinished Business
- New Business
- Adjournment

SECTION 2. Meetings shall be conducted under the provisions of Roberts Rules of Order.