THE GOLDEN RETRIEVER CLUB OF GREATER LOS ANGELES, INC.

CONSTITUTION

Article I – Name and Objects

Section 1. The name of the club shall be THE GOLDEN RETRIEVER CLUB OF GREATER LOS ANGELES, INC.

Section 2. The objects of the club shall be:

(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, while still maintaining their exceptionally good dispositions;
(b) to urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which Golden 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 dogs shows, obedience trials, rally trials, tracking tests, field trials, hunting tests, and agility trials;
(d) to conduct sanctioned matches, dog shows, obedience trials, rally trials, tracking tests, field trials, hunting tests, and agility trials under the rules and regulations of The American Kennel Club.

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 inure to the benefit of any member or individual.

Section 4. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

BYLAWS

Article I – Membership

Section 1. Eligibility. There shall be four types of membership (regular, household, life and junior). Regular and household shall be open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this club. A household membership shall include any two persons living in the same residence. A junior membership shall be open to all persons under 18 years of age, shall not include voting rights or the ability to hold office and shall not require a fee. Any past or present member, having rendered outstanding service to the Club, may be proposed by a member of the Board for election to life membership at any Board of Directors meeting of the Club. Any individual so proposed shall have been an active member of the Club for at least 15 years. Election shall be by an affirmative 2/3 vote of the members present and voting, provided a quorum is present. Such members shall be exempt from payment of dues and shall have the rights, privileges and duties of membership, including the rights to vote and hold office.

While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its immediate area of Greater Los Angeles.

Section 2. Dues. By the June Board Meeting the Board of Directors shall fix the amount of the annual dues for the ensuing year. Membership dues shall not exceed $40 per year for regular or $50 per year for household for two members residing at the same address (each of these members will have an individual vote), payable on or before the 1st of August of each year. No member may vote whose dues are not paid for the current year. During the month of June the Treasurer or designee shall send to each member a statement of dues for the ensuing year.

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 the constitution and bylaws and the rules of The American Kennel Club and the Golden Retriever Club of Greater Los Angeles. The application shall state the name, address, telephone number plus additional optional information, i.e., e-mail, work and fax numbers of the applicant, and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective members shall submit 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 Board meeting of the club following its receipt. The Board of Directors shall consider the qualifications of the applicant and shall make a recommendation for acceptance or rejection. At the next club meeting the applications will be voted upon and affirmative votes of 2/3 of the members present with voting by secret ballot shall be required to elect the applicant.

Applicants for membership who have been rejected by the club may not reapply earlier than 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 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, October 31; 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 whose dues are unpaid as of the date of that meeting.
c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

Article II – Meetings and Voting

Section 1. Club Meetings. A minimum of six club meetings of the club shall be held in the City of Los Angeles (or within the Greater Los Angeles area) at such hour and place as may be designated by the board of directors. Written or electronic notice of each such

meeting shall be distributed by the Secretary, or other person designated by the Board of Directors, at least 10 days prior to the date of the meeting. 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 five members of the club who are in good standing. Such special meetings shall be held in the City of Los Angeles (or within the Greater Los Angeles 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, or other person designated by the Board of Directors, at least five 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 thereat. The quorum for such a meeting shall be 20% of the members in good standing.

Section 3. Board Meetings. Meetings of the board of directors shall be held each month, in (or within the Greater Los Angeles area) at such hour and place as may be designated by the board. The meetings may be held either in person, by teleconference or videoconference. No more than six meetings in a fiscal year (August – July) will be held via teleconference or videoconference. Written notice of each such meeting shall be 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 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 in the City of Los Angeles (or within the Greater Los Angeles area) at such place, date, and hour as may be designated by the person authorized herein to call such meeting. The Special Board Meeting may be held by teleconference or videoconference. Written notice of such meeting shall be mailed by the Secretary at least five days and not more than 10 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 5. Voting. Each member in good standing whose dues are paid for the current year (excepting juniors) shall be entitled to one vote at any meeting of the club at which he is present. Proxy voting will not be permitted at any club meeting or election.

Section 6. Electronic Notification of Meetings. The club may send members notification of club meetings, and board members notification of board meetings provided the member or board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, shall release the club from any liability should the notification not be received or received late by the member or board member due to circumstances beyond the club's control.

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, 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 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 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. In addition, the Secretary 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, ad carry out such other duties as are prescribed by these bylaws.
(d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The Treasurer shall file the Club's Tax Returns at the appropriate time every year. The books shall at all times be open to inspection by the board and a report shall be given at every board meeting of the condition of the club's finances and every item of receipt or payment not before reported; and within 90 days at the close of the fiscal year (by October 31), an accounting shall be rendered of all moneys received and expended during the previous fiscal year. There shall be an annual audit of the Club's books and an accounting of the club's property. The Treasurer shall be bonded in such amount as the board of directors shall determine.

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 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 IV – The Club Year, Annual Meeting, Elections

Section 1. Club Year. The club's fiscal year shall begin on the lst day of August and end on the last day of July. 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 July, 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 the successor in office all properties and records related 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 other 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 April, the board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the board. 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 April 30.

(a) The committee shall nominate one candidate for each office and position on the board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
(b) Upon receipt of the Nominating Committee's report, the Secretary shall, fourteen (14) days prior to the June meeting, notify each member in writing or by electronic notice of the candidates so nominated.
(c) Additional nominations may be made at the June 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. No person may be a candidate for more than one position and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
(d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

Article V – Committees

Section 1. The board may each year appoint standing committees to advance the work of the club in such matters as specialty shows, obedience trials (field trials), 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. Any committee appointment may be terminated by a majority vote of the full membership of the board upon written to the appointee; and the board may appoint successors to those persons whose services have been terminated.

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 members may prefer charges against a member for alleged misconduct prejudicial to the best interests of the club of the breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of $50, 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 prejudicial to the best interests of the club or the breed. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club or the breed, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date for a hearing by the board not less than three (3) weeks or more than six (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 own defense and bring witnesses if he 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 Rand testimony presented by complainant and defendant, the board may by a majority vote of those present reprimand or 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. 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 Corresponding 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 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 board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members 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 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 for a vote within three months of the date when the petition was received by the Secretary.

Section 2. The constitution and bylaws 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 or electronic notice to each member at least two weeks prior to the date of the meeting. Amendments to the constitution and bylaws shall be voted upon by secret ballot.

Article VIII – Dissolution

Section 1. The club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. 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 benefit of dogs selected by the board of directors.

Article IX – 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
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
Reports of committees
Unfinished business
New business
Adjournment

Article X – Parliamentary Authority

Section 1. The rules contained in the current edition of "Roberts 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.

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