

**POTOMAC VALLEY GOLDEN RETRIEVER CLUB, INC.
CONSTITUTION & BY-LAWS**

TABLE OF CONTENTS

CONSTITUTION

ARTICLE I. NAME AND OBJECTIVES

- Section 1. Name
- Section 2. Objectives
- Section 3. Not for Profit
- Section 4. By-Laws

BY-LAWS

ARTICLE I. MEMBERSHIP

- Section 1. Eligibility
- Section 2. Dues
- Section 3. Election to Membership
- Section 4. Termination of Membership

ARTICLE II. MEETINGS AND VOTING

- Section 1. Club Year
- Section 2. Annual Meeting
- Section 3. Club Meetings
- Section 4. Special Club Meetings
- Section 5. Board Meetings
- Section 6. Special Board Meetings
- Section 7. Voting
- Section 8. Quorum
- Section 9. Member Notification

ARTICLE III. DIRECTORS AND OFFICERS

- Section 1. Board of Directors
- Section 2. Officers
- Section 3. Vacancies

ARTICLE IV.

ELECTIONS and NOMINATIONS

- Section 1. Elections
- Section 2. Nominations

ARTICLE V. COMMITTEES

- Section 1. Standing Committees
- Section 2. Termination of Appointment

ARTICLE VI. DISCIPLINE

- Section 1. American Kennel Club Suspension
- Section 2. Charges
- Section 3. Board Hearings
- Section 4. Expulsion

ARTICLE VII. AMENDMENTS

Section 1. Proposal of Amendment

Section 2. Amendment Voting

ARTICLE VIII. DISSOLUTION

Section 1. Dissolution

ARTICLE IX. PARLIAMENTARY AUTHORITY

Section 1. Robert Rules of Order

Section 2. Club Meeting Order of Business

Section 3. Board Meeting Order of Business

**POTOMAC VALLEY GOLDEN RETRIEVER CLUB, INC.
CONSTITUTION
REVISED PURSUANT TO MEMBERSHIP APPROVAL ON APRIL 3, 2021**

CONSTITUTION

ARTICLE I. NAME AND OBJECTIVES

Section 1. Name

The name of the club shall be Potomac Valley Golden Retriever Club. Inc.

Section 2. Objectives

The objectives of the Club shall be:

- (a) To encourage and promote the quality breeding of purebred Golden Retrievers, and to do all possible to bring their natural qualifications to perfection;
- (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 promoting responsible ownership of Golden Retrievers and encouraging sportsmanlike competition at competitive and performance events.
- (d) To conduct all AKC sanctioned shows and other activities open to Golden Retrievers under the rules of the American Kennel Club.

Section 3. Not for Profit

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 insure to the benefit of any member or individual. The club is incorporated as a 501(c)(4), pursuant to the IRS Code, in the state of Maryland.

Section 4. By-Laws

The membership of the Club shall adopt and may from time to time revise such By-Laws as may be required to carry out these objectives.

BY-LAWS

ARTICLE I – MEMBERSHIP

Section 1. Eligibility

There shall be six (6) types of membership:

- (a) Regular/Individual;
- (b) Regular/Family (two adults living in the same household);
- (c) Associate/Individual; Entitled to all club privileges except voting and office holding (offered to individuals who are not active – they do not vote or hold office);
- (d) Associate/Family (two adults living in the same household); Entitled to all club privileges except voting and office holding (offered to individuals who are not active – they do not hold office or vote);
- (e) Junior (any individual under eighteen [18] years of age);
- (f) Life.

All persons shall be in good standing with the American Kennel Club and subscribe to the purpose of this Club. 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.

Regular/Individual Membership

Regular/Individual members shall have all privileges of the Club including voting and holding office. Regular/Individual membership shall be open to all individuals 18 years or older.

Regular/Family Membership (two adults living in the same household)

Regular/Family membership shall be open to individuals, 18 years or older and each shall have all privileges of the Club including voting and holding office.

Associate/Individual Membership

Associate/Individual membership shall be open to all individuals, 18 years or older who support the purposes of the Club. Associate members shall have all privileges of the Club, including Awards and Rosettes, except voting and holding office. Associate members may serve on committees and serve as chairs of committees.

Associate/Family Membership

Associate/Family membership shall be open to all individuals, 18 years or older who support the purposes of the Club. Each member shall have all privileges of the Club, including Awards and Rosettes, except voting and holding office. Associate members may serve on committees and serve as chairs of committees.

Junior Membership

Junior membership shall be open to those individual or household members under 18 years of age. Junior members shall not vote or hold office.

Life Membership

Life membership may be conferred on a person who has rendered extraordinary service to the Club. Nominations for Life membership shall be submitted to the PVGRC Board of Directors. Upon approval by the majority vote of the Board of Directors, such nominations shall be presented to the General Membership at a General Membership meeting. Life membership shall be granted upon majority vote of members in good standing present at the meeting. Life members shall have all privileges of regular members in good standing. Life members shall not be required to pay dues.

Section 2. Dues

Membership dues shall be payable on or before the first 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 Treasurer shall send to each member via electronic communication or postal service a statement of his dues for the ensuing year. Membership dues for the ensuing year shall be determined by the Board of Directors no later than October 31 of each year. For no category of membership shall dues exceed \$50 per 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 this Constitution and its By-Laws, and the rules of the American Kennel Club. The application shall state the name and address of the applicant, specify the type of membership, and carry the

endorsement of two (2) members in good standing. Accompanying the application, the prospective member shall submit the dues payment for the current year. New members admitted to the Club after the first day of October of the current calendar year shall not be liable for dues for the following year.

All applications are to be filed with the Club Secretary. Within ten (10) days of receipt of the application, the Membership Chair shall email the membership with the name of the prospective member, his or her interests in PVGRC, and the two members endorsing the prospective member. The email shall state that any club member with comments about the prospective member should forward the comments to the Membership Chair within 15 days, and that after that, the prospective member will be voted on at the next Board or Membership meeting, whichever comes first. A majority vote of the Board is required to approve the prospective member, if the vote is taken at a Board meeting. In order to be approved at a Membership meeting, the application must be approved by the affirmative vote of three-fourths (3/4) of the Regular members present and voting at the meeting. In no event shall applications for membership be pending for more than thirty (30) days. Applicants for membership who have been rejected by the Club may not reapply within six (6) months after such rejection.

Section 4. Termination of Membership

Membership may be terminated by:

- (a) 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) Lapsing - A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of the fiscal year; however, the Board may grant an additional sixty (60) 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) Expulsion - A membership may be terminated by expulsion as provided in ARTICLE VI of this Constitution and its By-Laws.

ARTICLE II. MEETINGS AND VOTING

Section I. Club Year

The fiscal year shall begin on the first day of January if possible and end on the thirty-first day of December. The official operating year for all other matters shall begin immediately at the conclusion of the annual meeting and shall continue through the next annual meeting.

Section 2. Annual Meeting

The annual meeting shall be held in the first quarter of the year at a location within the Metropolitan Washington D.C. area, at such date, hour and place as may be designated by the Board of Directors.

Section 3. Club Meetings

Regular meetings of the Club shall be held six times a year at such date, hour and place within the Metropolitan Washington D.C. area as may be designated by the Board of Directors. Club meetings may be held via video or phone conferencing, provided that

adequate notice is provided as described herein. Written notice via electronic communication or postal service of all membership meetings shall be emailed or mailed, depending on the method of notice, by the Secretary at least ten (10) days and not more than twenty (20) days prior to the date of the meeting, and said notice shall state the purpose of the meeting. In the case of meetings that are held via video or phone conference, the Secretary shall send by e-mail to every member, at least two days before each meeting, the time of the meeting, the URL (if applicable) and any login information that is needed to access the meeting.

Section 4. 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 (5) members of the Club who are in good standing. Such meetings shall be held in the Metropolitan Washington D.C. area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Club meetings may be held via video or phone conferencing, provided that adequate notice is provided as described herein. Written notice via electronic communication or postal service of such meeting shall be emailed or mailed, depending on the method of notice, by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting, and no other Club business may be transacted thereat.

Section 5. Board Meetings

Meetings of the Board of Directors shall be held six times a year in the Metropolitan Washington, D.C. area at such date, hour and place as may be designated by the Board. Board meetings may be held via video or phone conferencing, provided that adequate notice is provided as described herein. Written notice via electronic communication shall be emailed to all board members by the Secretary at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board of Directors. Any action that may be legally taken by the Board at a duly called and held meeting, may just as effectively be taken by the Board by mail or e-mail. E-mail may not be used if a secret vote is called for but may be used for all other types of business, provided that:

- a) every Board member is provided with a means to participate;
- b) the identity of each individual participating is verified;
- c) a mechanism is in place to ensure all eligible Board members are participating; and
- d) each year, all Board members agree to participate in this manner.

Members of the Club shall be duly informed of all business transacted by the Board.

Section 6. Special Board Meetings

Special meetings of the Board may be called by the President or by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held in the Metropolitan Washington, D.C. area at such hour and place as may be designated by the person authorized herein to call such meeting. Special Board meetings may be held via video or phone conferencing, provided that adequate notice is provided as described herein. Written notice via electronic communication of such meeting shall be emailed by the Secretary at least five (5) days and not more than ten (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. A quorum for such a meeting shall be a majority of the Board of Directors.

Section 7. Voting

Each Regular member, over eighteen (18) years of age, in good standing, whose dues are paid for the current year, shall be entitled to one (1) vote at any meeting of the Club at which he is present, except for the presiding officer who shall vote only in case of a tie, or during an election or any other issue decided by secret ballot. Each member of the Board of Directors shall be entitled to one (1) vote on any issue before the Board, except the presiding officer who shall vote only in case of a tie or if the issue is determined by secret ballot. Proxy voting will not be permitted at any Club meeting or election.

Section 8. Quorum

A quorum shall consist of twenty percent (20%) of the Regular members in good standing for Club Meetings and Special Club Meetings. A quorum for Board Meetings and Special Board meetings shall be the majority of the Board.

Section 9. Member Notification

Members will receive all Club correspondence via electronic communication or postal service at each member's written authorization.

ARTICLE III. DIRECTORS AND OFFICERS

Section 1. Board of Directors

(a) The Board shall be comprised of the President, Vice President, Secretary, Treasurer, and five (5) Directors, all of whom shall be active Regular or Life members in good standing and residents of the United States. Board members other than Officers (Directors) shall be elected for two (2) year terms. Officers shall be elected for a one (1) year term, at the Club's Annual Meeting as provided in ARTICLE II, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors. No elected official shall serve on the Board for more than five (5) consecutive years. The immediate past President shall be an Ex-Officio, non-voting member of the Board.

(b) At all times, the Club shall maintain adequate insurance to provide protection from liability claims that may arise from Club events. In addition, the Club shall maintain and continue in force Directors and Owners malfeasance and liability coverage.

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 this Constitution and its 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. The Vice President shall serve as Club Parliamentarian. In the event the Vice President is unable to act as Parliamentarian, a person will be selected by a vote from the majority of the Board.
- (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. The Secretary shall

have charge of the correspondence, 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 duties as are prescribed in this Constitution and its By-Laws.

- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. The Treasurer shall deposit the same in a bank satisfactory to the Board, in the name of the Club. The Treasurer's books shall, at all times, be open to inspection by the Board, and the Treasurer shall report to the Board at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. At the Annual Meeting, the Treasurer shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. The Treasurer shall be responsible for filing annual reports with the State of Maryland, and shall submit to a biannual independent audit.
- (e) The immediate past President shall serve in an advisory capacity to the current President of the Club.

Section 3. Vacancies

Any vacancy occurring on the Board during the year shall be filled by an individual receiving a majority vote of all the then members of the Board, at its first regular meeting following the creation of such a vacancy. At the annual election any unexpired term of office will be filled by the nominated candidate receiving the greatest number of votes.

ARTICLE IV. ELECTIONS AND NOMINATIONS

Section 1. Elections

Elections will be held at the annual meeting at which time the Directors and officers for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 2. of this ARTICLE. In the event that circumstances beyond the control of the Board prevent an in person annual meeting, elections may be held via email or through a survey or other electronic means conducted by the Nominations Committee. The newly elected Board 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 thirty (30) days after the election. 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. In the event that circumstances beyond the control of the Board prevent an in person annual meeting, the annual meeting and elections may be held via video or phone conferencing, provided that adequate notice of the meeting is provided as described herein.

Section 2. Nominations

A person may not 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 (3) members and two (2) alternates, not more than one (1) of whom may be a member of the Board. The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chairperson for the Committee whose duty it shall be to call a Committee meeting to be held on or before November 15.

- (a) The Committee shall nominate a candidate for each office and candidates for the other positions on the Board, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing via electronic communication or postal service.

- (b) Upon receipt of the Nominating Committee's report, the Secretary shall, on or before November 30, notify each member in writing via electronic communication or postal service of the candidates so nominated.
- (c) Additional nominations may be made at the December meeting by any member in attendance, provided that the person so nominated does not decline when his name is proposed; and provided further that if the proposed candidate is not in attendance at the meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. The Secretary shall notify via electronic communication or postal service, each member of the additional nominations at least two weeks before the annual meeting. No person may be a candidate for more than one (1) position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination from the Nominating Committee.
- (d) Nominations may not be made at the Annual Meeting or in any manner other than as provided in this Section.

ARTICLE V. COMMITTEES

Section 1. Standing Committees

The Board may each year appoint Standing Committees to advance the work of the Club in such matters as dog shows, field trials, obedience trials, trophies, annual prizes, membership, and other activities which may well be served by the 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. Termination of Appointment

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 service has 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 member may proffer 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 fifty dollars (\$50.00), 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 via electronic communication or postal service 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 set a date of a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one

(1) 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 Hearings

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 (6) 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 findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify via email or postal service 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 sixty (60) days but not earlier than thirty (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 findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members present at the meeting shall then vote by secret written ballot on the proposed expulsion. A vote of two-thirds (2/3) of the Regular members 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. Proposal of Amendment

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 twenty percent (20%) of the Regular Membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted via electronic communication or postal service to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

Section 2. Amendment Voting

The Constitution and By-Laws may be amended by a vote of two-thirds (2/3) of the Regular 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 notified via email or postal service at least two (2) weeks prior to the date of the meeting. Any meeting to vote on an Amendment to these Bylaws may be held via video or phone conferencing, provided that adequate notice is provided as described herein.

ARTICLE VIII. DISSOLUTION

Section 1. Dissolution

The Club may be dissolved at any time by the written consent via electronic communication or postal service of not less than two-thirds (2/3) of the Regular 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 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. PARLIAMENTARY AUTHORITY

Section 1. Roberts Rules of Order

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 By-Laws and any special rules of order the Club may adopt.

Section 2. Club Meeting Order of Business

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 President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (at Annual Meeting only)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

Section 3. Board Meeting Order of Business

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
- Report of Committees
- Unfinished Business
- New Business
- Adjournment