

# Old Dominion Retriever Club Inc.

## CONSTITUTION AND BY-LAWS

### ARTICLE I

#### NAME AND OBJECTS

**Section 1.01.** The name of the club is the Old Dominion Retriever Club, Inc.

**Section 1.02.** The objects of the club shall be:

- a) to further the advancement of field trial retrievers and hunting test retrievers.
- b) to do all in its power to protect and advance the interests of field trials and hunting tests for retrievers and to encourage sportsmanlike conduct at such events.
- c) to conduct sanctioned trials, field trials, and hunting tests, and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.
- d) to disseminate knowledge, conduct classes in, and promote the training of retrievers.
- e) to promote conservation through the use of Hunting Retrievers in the field.
- f) to promote and preserve hunting retriever grounds for hunting retriever training, testing and trialing, by ground improvement projects such as but not limited to leasing and or purchasing of such grounds.

**Section 1.03.** 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 Corporation shall inure to the benefit of any member or individual.

**Section 1.04.** The members of the Corporation shall adopt and may from time to time revise such bylaws as may be required to conduct these objects.

The Corporation is organized for the purposes of charitable, educational, and public safety work, fostering amateur sports competition where national titles are competed for, and the prevention of cruelty to animals including, for such purposes, the making of distributions to other organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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**ARTICLE II**

**MEMBERSHIP**

**Section 2.01. Eligibility.** There shall be five types of membership open to all persons who are in good standing with the American Kennel Club, and who subscribe to the purposes of this Corporation. While membership is to be unrestricted as to residence, the Corporation's primary purpose is to be representative of the hunters, breeders, and field testers in its immediate area.

- (a) Full Membership shall be for adults 18 years of age and older and entitle them to all rights and privileges of membership including voting privileges and holding offices of the Corporation as set forth below. Individual members must participate at two club functions such as training days or hunt tests during the Corporation's official year. *Issues in fulfilling the work requirements can be resolved by contacting a Club President or Vice President to identify a suitable activity to fulfill the requirement. Failure to comply with this annual requirement can result in transfer from Full Adult membership, to Associate membership status.*
- (b) Household Membership shall comprise two persons meeting the qualifications for Full membership and residing in the same household, except that any minor children shall not have the right to vote or hold office. All adult members of this class shall be entitled to all rights and privileges of membership including voting and holding office as set forth below. The Corporation encourages the children of its members to participate in the training and educational opportunities offered. Adult Household Members must *participate* at two club functions such as training days or hunt tests during the Corporation's official year. *Issues in fulfilling the work requirements can be resolved by contacting a Club President or Vice President to identify a suitable activity to fulfill the requirement. Failure to comply with this annual requirement can result in transfer from Full Adult membership, to Associate membership status.*
- (c) Associate Members are individuals over the age of eighteen. *They do not have to fulfill the participation requirement do not have voting privileges, cannot hold office, and may not compete for internal Club Trophies. Associate Members are not required to pay the same dues as the dues required of Full Adult membership and will not be required to pay more than \$250.00 for dues per year.*

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- (d) Junior Membership shall be for individuals under 18 years of age. Junior members shall have all privileges of Full membership except voting and holding office. Shall not pay dues.
- (e) Honorary Membership shall be conferred upon the signed recommendation of one member, seconded by another member, and by a majority vote of the Board. Honorary membership may be conferred upon an individual who shall have rendered notable service to the Club. An Honorary Member shall have none of the obligations of Full membership in the Corporation including the payment of dues but shall be entitled to all the privileges of membership including voting and holding office but can maintain Full or Household membership if they pay dues.
- (f) Honorary — An individual who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues and are not eligible to vote but can maintain regular (or household) membership if they pay dues.

**Section 2.02. Dues.** Dues for members shall be established by the Board of Directors. *Dues for Full membership and Household membership shall not exceed \$250.00. Dues for Associate membership shall not exceed \$250.00.* All dues are payable on or before the 1<sup>st</sup> day of March of each year. No member may vote whose dues are not paid for the current year. During the month of January, the Secretary shall send to each member a statement of his dues for the ensuing year.

**Section 2.03. 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 bylaws and the rules of the American Kennel Club, Inc. The application shall state the name and address of the applicant, and it shall carry the endorsement of two members in good standing. 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 is to be read at the first meeting of the Corporation following receipt. At the next Corporation meeting, the application will be voted upon, and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Corporation may not re-apply within six months after such rejection.

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**Section 2.04. Termination of Membership.**

Membership may be terminated:

(a) by resignation. Any member in good standing may resign from the Corporation upon written notice to the Secretary; but no member may resign when in debt to the Corporation. Obligations other than dues are considered a debt to the Corporation 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 March of each 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 Corporation 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 VII of these bylaws.

**Section 2.05. Liability of Volunteers.** The liability of Directors, Officers, and other volunteers of this corporation shall be limited to the fullest extent authorized under the Virginia Nonstock Corporation Act § 13.1-870.1, and Virginia Code §8.01-220.1:1 and under the Volunteer Protection Act of 1997, Public Law 105-19, 42 U.S.C. §14501.

**ARTICLE III**

**MEETINGS AND VOTING**

**Section 3.01. Corporation Meetings.** Meetings of the Corporation shall be held in the areas of the greater Petersburg, VA area, north to Colonial Heights at least *six times yearly*, at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed or emailed in accordance with AKC policy by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meeting shall be 20% of members in good standing who are eligible to vote.

**Section 3.02. Special Corporation Meeting.** Special meetings of the Corporation 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 meetings of the Board; and shall be called by the Secretary upon receipt of a petition signed by five members of the Corporation who are in good standing. Such Special Meetings shall be held within fifty miles the greater Petersburg, VA area, north to

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Colonial Heights, 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 or emailed by the Secretary 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 meeting shall be 20% of the members in good standing who are eligible to vote.

**Section 3.03. Regular Board Meetings.** The Board of Directors shall hold at least **six** regular meetings per calendar year. Meetings shall be ***in the greater Petersburg, VA area, north to Colonial Heights*** at such dates, times, as the Board shall determine and may be held via telephone conference or video conference. Written notice of each such meeting shall be mailed or emailed in accordance with AKC policy by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting.

**Section 3.04. Board Meeting Quorum.** A quorum for all Board meetings shall consist of a majority of the Board attending in person or through teleconferencing.

**Section 3.05. Special Board Meetings.** Special meetings of the Board may be called by the President and shall be called by the Club Secretary upon receipt of a written request signed by at least three members of the Board. Meetings shall be in the greater Petersburg, VA area, north to Colonial Heights at such dates, times, as the Board shall determine and may be held via teleconference or video conference. Written notice of such meeting shall be mailed or emailed in accordance with AKC policy by the Secretary at least 5 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 therein. A quorum for such a meeting shall be a majority of the Board. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting on occasion without further notice.

**Section 3.06. Voting.** Each Full Member, Household Member, and Honorary Member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Corporation at which he is present. Absentee balloting and proxy voting are not permitted at any Corporation meeting or election. *Associate members are not entitled to voting privileges.*

**Section 3.07. Member Notification.** The Corporation may email to members notification of Corporation meetings, dues notices, minutes, newsletters, other correspondence, and Board

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members notification of Board meetings, provided that the member or Board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the Corporation from any liability should the notification be received late or not received by the member or Board member due to circumstances beyond the Corporation's control. If the authorization to contact the member via email is not signed, correspondence will be by postal service mail.

**ARTICLE IV**

**DIRECTORS AND OFFICERS**

**Section 4.01. Board of Directors.** The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law. General management of the Corporation's affairs shall be entrusted to the Board of Directors. The Board shall be comprised of the President, Vice President, Secretary, Treasurer, and three other persons all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the Corporation's annual meeting as provided in Article V and shall serve until their successors are elected or until their resignation, death, or incapacity.

**Section 4.02 Officers.** Officers shall be elected for one-year terms at the Corporation's annual meeting as provided in Article V and shall serve until their successors are elected or until their resignation, death, or incapacity. The Corporation's officers, consisting of the President, Vice President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Corporation and its meetings and the Board and its meetings.

a) The President shall preside at all meetings of the Corporation and of the Board and shall have the duties and power normally appurtenant to the office of President in addition to those particularly specified in these by-laws. The President shall be a Director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

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 be a Director of the Corporation and shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

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c) The Secretary shall be a Director of the Corporation and keep a record of all meetings of the Corporation and of the Board and of all matters of which a record shall be ordered by the Corporation. Such records shall be kept in books, hardcopy and electronic, proper for that purpose. The Secretary shall have charge of the correspondence, notify members of meetings, notify Officers and Directors of their election to office, and perform such other duties as are prescribed in these by-laws. The Secretary shall perform such other duties as occasionally may be assigned by the President, subject to the control of the Board of Directors.

d) The Treasurer shall collect and shall receive all moneys due or belonging to the Corporation. Moneys shall be deposited in a bank designated by the Board, in the name of the Corporation. The books, hardcopy or electronic, shall always be open to inspection of the Board and a report shall be given at every meeting on the condition of the Corporation's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered 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.

e) The Secretary shall keep a roll of the members of the Corporation with their addresses, which shall be sent to any member in good standing upon request not more than once every club year, and join date, notify new members of their election to membership, receive all applications and forward initial dues to the Treasurer, and carry out such other duties as prescribed by these bylaws.

f) The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of *six* persons.

**Section 4.03. Resignation.** Resignations of Officers and Directors are effective upon receipt of written notification by the Secretary of the BOD.

**Section 4.04. 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 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.

**Section 4.05. Reimbursement.** Directors and Officers shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval.

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**ARTICLE V**

**THE CORPORATE YEAR, ANNUAL MEETING, ELECTIONS**

**Section 5.01. Corporate Year.** The Corporation's fiscal year shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December. The Corporation's official year shall generally begin on the 1<sup>st</sup> day of February and end on the 31<sup>st</sup> day of January with the annual meeting being held shortly thereafter. For a particular year, the Corporation'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 5.02. Annual Meeting.** The annual meeting shall be held in the month of February at which Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 5.04 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 relating to that office within 30 days after the election.

**Section 5.03. Elections.** The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for three other positions on the Board who received the greatest number of votes for such positions shall be declared elected.

**Section 5.04. Nominations.** No person may be a candidate in a corporation election who has not been nominated. During October, 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 committee members and alternates of their selection. The Board shall name the Committee Chairman, and it shall be such person's duty to call a committee meeting that shall be held on or before November 15<sup>th</sup>.

(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, at least two weeks before the December meeting, notify each member in writing of the candidates so nominated.



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(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 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.

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

**ARTICLE VI**

**COMMITTEE AND INDIVIDUAL APPOINTMENTS**

**Section 6.01. Appointment and Governance.** The Board may, by resolution adopted by a majority of the Directors in office, appoint committees composed of at least two persons who may include non-Board members and individuals for special non-recurring or recurring projects and other functions and responsibilities. Only voting members of the Corporation shall be appointed to committees. The committees and individuals will serve to advance the work of the Corporation in such areas as field tests and other events and projects, trophies, annual prizes, membership, special projects, liaison work, and other areas that may well be served by committees. Such individuals and committees shall always be subject to the final authority of the Board. The Board of Directors can accept, in whole or in part, any committee recommendation. The Board may make such provisions for appointment of the chair of such committees, may establish procedures to govern the activities or the committees and individuals appointed, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

**Section 6.02. Executive Committees.** The Board may, by resolution adopted by a majority of the Directors in office, appoint executive committees composed of at least two Directors. The committees will serve to advance the work of the Corporation. The Board may make such provisions for appointment of the chair of such committees, establish procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

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**Section 6.03. Termination of Committee Appointments.** 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 services have been terminated or who have resigned through written notice to the Secretary.

#### ARTICLE VII

##### DISCIPLINE

**Section 7.01. Suspension.** Any member who is suspended from any or all privileges of the American Kennel Club, automatically shall be suspended from the privileges of this Corporation for a like period. It is the responsibility of the suspended member to prove to the Old Dominion Retriever Club Inc. Club's Board of Directors that they have been reinstated to the privileges that were suspended by those clubs.

**Section 7.02. Charges.** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Corporation 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 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 Corporation. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interest of the Corporation, 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 weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges and the specifications to the accused member by certified mail/registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

**Section 7.03. 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

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those present, reprimand or suspend the defendant from all privileges of the Corporation 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/her fellow members at the ensuing Corporation meeting which considers the Board's recommendation for expulsion. 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 7.04. 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 7.03 of this Article. Such proceedings 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/her 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/her own behalf if he/she 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 VIII**

**AMENDMENTS**

**Section 8.01. Proposed Amendments.** 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 percent of the Individual Members, Household Members, and Honorary Members 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.

**Section 8.02. Voting on Amendments.** The by-laws may be amended by 2/3 secret vote of the Individual Members, Household Members, and Honorary Members in good standing who are present and voting at any regular or special meeting called for the purpose provided the

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proposed amendments have been included in the notice of the meeting and mailed or emailed to each member at least two weeks prior to the date of the meeting.

**Section 8.03. Editorial Changes.** The Board of Directors shall have the authority to correct citations of State of Virginia and Federal law in these bylaws. The Board of Directors shall also have the authority to correct any misspellings, punctuation, clerical, or other grammatical errors in the bylaws that do not affect the substance of these bylaws without the necessity of submitting such corrections through the amendment process.

**Section 8.04. Standard Operating Procedures.** The Board of Directors shall have the authority to establish and publish standard operating procedures that are independent of these bylaws to assist in managing the day-to-day affairs and the events of the club.

**ARTICLE IX**

**DISSOLUTION**

**Section 9.01. Dissolution.** The Corporation 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 dissolution of the Corporation, other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Corporation nor any proceeds thereof nor any assets of the club shall be distributed to any members of the Corporation, 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. Assets shall be distributed consistent with Federal and Virginia State law related to non-profit, non-stock corporations.

**ARTICLE X**

**ORDER OF BUSINESS**

**Section 10.01.** At meetings of the Corporation, the order of business, as far as the character and nature of the meeting may permit, shall be as follows:

- 1. *Roll call.***
- 2. *Minutes of last meeting.***
- 3. *Report of President.***

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- 4. *Report of Secretary.***
- 5. *Report of Treasurer***
- 6. *Reports of Committees.***
- 7. *Election of Officers and Board (at annual meeting),***
- 8. *Election of new members.***
- 9. *Unfinished business.***
- 10. *New business.***
- 11. *Adjournment.***

**Section 10.02.** At meetings of the Board, the order of business, unless otherwise directed by a majority of those present, shall be as follows:

- 1. *Roll Call.***
- 2. *Minutes of the last meeting.***
- 3. *Report of Secretary.***
- 4. *Report of Treasurer.***
- 5. *Reports of Committees.***
- 6. *Unfinished business.***
- 7. *New business.***
- 8. *Adjournment***

**ARTICLE XI**

**PARLIAMENTARY AUTHORITY**

**Section 11.01.** The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised,” shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any other special rules of order the Corporation may adopt.