



ATLANTA GOLDEN RETRIEVER CLUB, INC.

Revised: October 1, 2012

CONSTITUTION

ARTICLE I NAME AND OBJECTIVES

SECTION 1. The name of the Club shall be the Atlanta Golden Retriever Club, Inc.

SECTION 2. The objectives of the Club shall be:

- (a) to encourage and promote responsible ownership of Golden Retrievers;
- (b) to encourage and promote the quality breeding of pure-bred Golden Retrievers and to do all possible to bring their natural qualities to perfection;
- (c) 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;
- (d) to urge members and breeders to subscribe to the Atlanta Golden Retriever Club Code of Ethics;
- (e) to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials and field trials;
- (f) to conduct sanctioned and licensed specialty shows, obedience trials, field trials and agility trials under the Rules and Regulations of The American Kennel Club.

SECTION 3. The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objects.



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BY LAWS

ARTICLE I MEMBERSHIP

SECTION 1. Eligibility. There shall be three types of membership.

(a) Individual: which shall be open to all persons eighteen years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. Member will enjoy all club privileges including the right to vote and hold office.

(b) Family: which shall be two (2) adult members residing in the same household, each eligible to vote and hold office. Voting members must be listed on the roster/new membership application. Members must be eighteen years of age or older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. Family members seventeen years of age and under would be non-voting junior members.

(c) Non-voting Junior: which shall be open to a person seventeen (17) years of age and under who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. However, no junior member can 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.

SECTION 2. Dues. Annual membership dues shall be set by the Board and approved at a regular meeting by a majority of the members attending . An uppermost limit on dues should be stated at the meeting approving the dues, within which amount the Board may set dues. Dues shall be 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 December the Secretary shall notify each member of his/her pending 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. The application shall state the name, address, and occupation 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 club following its receipt. At the next club meeting the application will be voted



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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 club may not reapply within six months after such rejection.

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

(a) by resignation. Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.

(b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the first day of the fiscal year; however, the Board may grant an additional thirty (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 the meeting.

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

ARTICLE II MEETINGS AND VOTING

SECTION 1. Club Meetings. Meetings of the Club shall be held within the greater Atlanta area bi-monthly, at such hour and place as may be designated by the Board of Directors. The Board will establish a set date and time for the year with location to be announced per meeting at least 10 days in advance. Written notice of each such meeting shall be mailed/e-mailed/electronically sent to the members prior to the date of the meeting. The quorum for such meetings shall be twenty percent (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 (5) members of the Club who are in good standing. Such special meetings shall



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be held at such a 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/e-mailed/electronically sent by the Secretary at least five (10) days and not more than fifteen (15) days prior to the date of the meeting. 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 twenty percent (20%) of the members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held bi-monthly in person or via telephone conference call or video conference at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed/emailed/electronically sent 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.

SECTION 4. Special Board Meetings. Special meetings of the Board may be called by the President and shall be called by the Secretary upon the receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be at such a place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed/e-mailed/electronically sent by the Secretary at least five (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 thereat. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. Voting. Each member in good standing for the current year shall be entitled to one (1) vote at any meeting of the Club at which he/she is present. Members joining after July 1st will enjoy all club privileges for the remainder of the year but will not be eligible to vote for election of Officers and Directors for the ensuing year. 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 three (3) Directors at Large, all of whom shall be members in good standing and all of whom shall be elected for one (1) 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.



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- (a) The President shall preside at all meetings of the Club and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these by-laws.
- (b) The Vice-president shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.
- (c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club. Written notice of meetings shall be mailed/e-mailed/electronically sent by the Secretary. He/she shall have charge of the correspondence, notify members of meetings, notify new members of admittance to the club, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, which shall be sent to any member in good standing quarterly and carry out such other duties as are prescribed in these by-laws.
- (d) The Treasurer shall be responsible to reconcile, collect and receive monies due or belonging to the Club. All deposits will be made in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection of the Board and he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he/she 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.

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.

SECTION 4. Indemnification. To the greatest extent permitted by applicable law, the Club shall be permitted to indemnify any officer or director of the Club in connection with any action, claim, or other proceeding to which any officer or director of the Club is a party because he or she is or was an officer or a director of the Club and arising out of his or her status as an officer or director. A Directors and Officers policy will be in effect at all times.



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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 last day of December.

SECTION 2. Annual Meeting. The annual meeting shall be held in the month of January at which the Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated. All members in good standing shall have the opportunity to vote per Article II, Section 5. The current membership list as of the date of the Annual Meeting shall be provided by the Secretary to the Nominating Committee Chair. Ballots shall be issued per Article I Membership, Section 1, by the Nominating Committee Chair. Ballots will be prepared with each possible answer beside a check box. The final ballot design will be created by the Nominating Committee Chair and not be released until distribution at the Annual Meeting. Ballots will be placed in a ballot box adjacent to the issuance table and monitored by two Nominating Committee members. When everyone appears to have voted the President will close the polls after inquiry and no response. Ballots will be counted by the Nominating Committee members in attendance in a separate room and may be observed by any current Board member. Each position is treated as a separate ballot and will be tallied independently. The Nominating Committee chair will record the vote count for each candidate, read the report and hand it to the President. The President will declare the election of each officer. The report shall be recorded in the meeting minutes. The ballots and tally sheets are given to the Secretary who will keep them under seal. If no recount is ordered within thirty (30) days, the ballots will be destroyed. In accordance with Section 1 of this Article, the new board shall take office immediately upon the conclusion of the election. Within thirty (30) days of the conclusion of the election, each retiring officer shall turn over to their successor in office all properties and records relating to that office.

SECTION 3. Elections. The nominated candidate receiving the majority of the votes cast for each office shall be declared elected. The three (3) nominated candidates for the three (3) Directors at Large 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 September, the Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates. No person shall be on the Nominating Committee that would accept a nomination for the upcoming year's Board of Directors. The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be their duty to call a committee meeting which shall be held on or before the 1st day of October.



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- (a) The Committee shall nominate one (1) candidate for each office and one (1) candidate for each of the three (3) Directors at Large on the Board. After securing the consent of each person so nominated, the committee 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 (2) weeks before the October meeting notify each club member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the October meeting by any member in good standing and who is in attendance provided that the person so nominated does not decline when his/her name is proposed and provided further that if the proposed candidate is not in attendance at this meeting, his/her proposer shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate. 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 of the Nominating Committee.

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, agility, 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 notice 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 any of the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.



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SECTION 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the Breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of ten dollars (\$10.00) 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 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 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/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 by complainant and defendant, the Board may by a two-thirds (2/3) vote of those present reprimand or 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/her fellow-members at the ensuing Club meeting which considers the Board 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 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/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The membership shall then vote by secret written ballot on the proposed expulsion. A two-thirds (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.



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ARTICLE VII AMENDMENTS

SECTION 1. 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 membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and by-laws may be amended by a two-thirds (2/3) secret ballot vote of the members present and voting at any regular or special meetings called for this purpose, provided the proposed amendments have been included in the notice of the meeting and mailed/mailed/electronically sent to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE VIII DISSOLUTION

SECTION 1. Dissolution. The club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing. In the event of 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 the 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



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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
Report of Committees
Unfinished Business
New Business
Adjournment

ARTICLE X PARLIAMENTARY AUTHORITY

SECTION 1. 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.

President: _____
Date: _____

Secretary: _____
Date: _____

Vice-President: _____
Date: _____

Treasurer: _____
Date: _____



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Director at Large: _____
Date: _____

Director at Large: _____
Date: _____

Director at Large: _____
Date: _____

Dues: Individual \$25, Family \$30, Non-voting Junior \$10

***Definition of “in good standing”:
Club Dues must be paid.***

The Club shall:

(a) not be conducted or operated for profit within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (“Internal Revenue Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(4) of the Internal Revenue Code.

(b) Notwithstanding the other provisions of this Charter, the Club shall only conduct or carry on activities permitted to be conducted or carried on by an organization exempt under Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or the corresponding section of any future federal tax code.

(c) No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Nine hereof. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Club shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or the corresponding section of any future federal tax code.



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Liability. No director of the Club shall incur personal liability to the Club for monetary damages for any breach of his or her fiduciary duty as a director; provided, however, that this provision shall not eliminate or limit the liability of a director:

- (a) for any breach of the director's duty of loyalty to the Club;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
- (c) for any unlawful distribution under Official Code of Georgia § 14-3-831.

It is intended that these provisions provide for limitation of liability of the trustees or directors to the fullest extent permitted by law. If the Georgia Nonprofit Corporation Code is hereafter amended to authorize further elimination or limitation of the liability of directors, then the liability of a director of the Club, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the Georgia Nonprofit Corporation Code.