

THE GOLDEN RETRIEVER CLUB OF COLUMBUS OHIO, INC.

BY-LAWS

ARTICLE I – Name, Affiliations, and Objectives:

Section 1. The name of the Club shall be “The Golden Retriever Club of Columbus Ohio, Inc.”

Section 2. The Club shall be a member of the Golden Retriever Club of America (GRCA). Members are encouraged, but not required, to the join the Golden Retriever Club of America (GRCA).

Section 3. The Objectives of the Club shall be:

(a) to promote pure-bred Golden Retrievers and to do all possible to bring the natural abilities and qualities of the breed 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 the Golden Retriever shall be judged.

(c) to do all in its power to protect and advance the interest of the breed by encouraging sportsmanlike competition at dog shows, field trials, obedience/rally trials and agility trials.

(d) to conduct sanctioned matches and specialty shows, field trials, obedience/rally trials and agility trials under the rules of The American Kennel Club.

ARTICLE II - Activities of the Corporation

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay all reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including publishing or distribution of statements) and politically campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Cod of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III – Dissolution

The Club may be dissolved at any time by the written consent of two-thirds (2/3) of the members. In the event of the dissolution of the club, other than for purposes of reorganization, whether voluntary or involuntary or by the 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 purebred dogs selected by the Board of Directors.

Upon Dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at the time, qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principle office of the corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated for such purposes.

ARTICLE IV – Membership

Section 1. Eligibility - Membership shall be open to all persons eighteen (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.

Section 2. Types of Membership - Single and family memberships will be offered, each shall have the right to vote and hold office. A family membership is defined as two (2) adults living in the same household. Membership dues shall be determined by vote of the general membership. Dues will be payable by January 1 of each year. No member may vote whose dues are not paid for the current 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 these By-laws and the rules of The American Kennel Club. An applicant must attend three (3) meetings to fulfill application procedures. At the first (1st) meeting, the applicant will be given the application form and related information. At the third (3rd) meeting, the membership shall vote on the applicant. Three-fourths (3/4) of the members present must vote in the affirmative for the applicant to be admitted to membership. Applicants for membership who have been denied membership by the club may not reapply within six (6) months of the denial.

Section 4. Club Membership may be terminated by:

(a) resignation - Any member may resign from the Club upon written notice to the Corresponding Secretary. The resignation will become effective when accepted by the Board.

(b) failure to pay dues - If dues are not paid by February 1 membership will expire on that date. The Board may, for good reason, extend this deadline for a member.

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

ARTICLE V – Meetings and Vote

Section 1. Club Meetings - Meetings of the Club shall be held in the Greater Columbus Area, at a time and place set by the Board of Directors with the approval of the membership. Changes in an accepted time and date schedule will require a majority vote of the members in attendance at a general meeting. The quorum for such meetings shall be twenty percent (20%) of the membership.

Section 2. Special Club Meetings - Special Club meetings may be called by the President, or by majority vote of the members of the Board of Directors who are present and voting at any regular or special meeting of the Board. The Board shall call for a special meeting upon receipt of a petition signed by five (5) members of the Club. Such special meetings shall be held in the Greater Columbus Area at a time and place determined by the Board. The Corresponding Secretary shall notify the membership by e-mail at least five (5) days prior to the meeting. Said notice shall state the purpose of the meeting, and no other Club business may be transacted. The quorum for such a meeting shall be twenty percent (20%) of the members.

Section 3. Board Meetings - Meetings of the Board of Directors shall be held in the Greater Columbus Area at a time and place agreed upon by majority vote of the Board. The quorum of such a meeting shall be a majority of the Board.

Section 4. Special Board Meetings - The President or the Corresponding Secretary upon receipt of a written petition signed by at least three (3) members of the Board shall call special Board meetings. Such special meetings shall be held in the Greater Columbus Area and at such time and place as designated by the President. The Corresponding Secretary shall notify by e-mail or phone the Board Members at least five (5) days prior to the meeting. Said notice shall state the purpose of the meeting, and no other Club business may be transacted. A quorum for such meeting shall be a majority of the Board.

ARTICLE VI – Officers and Directors

Section 1. Officers - Officers shall be as follows:

- (a) The President - The President shall preside at all meetings of the Club and 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 -The Vice-President shall have the duties and exercise the power of the President in the case of the President's death, absence or incapacity.
- (c) The Recording Secretary shall keep a record of all meetings of the Club and of the Board and other matters as directed by the Board.
- (d) The Corresponding Secretary - The Corresponding Secretary shall have charge of all club business correspondence.
- (e) The Treasurer -The Treasurer shall collect all monies payable to the Club and deposit in a bank satisfactory to the Board, in the name of the Club. The club's books shall at all times be open to inspection by the Board. At each meeting of the Board of Directors the Treasurer shall present a financial report which shall include all income, expenses and account balances. The Treasurer shall be bonded in such amount, as the Board shall determine.

Section 2. Board of Directors - The Board of Directors shall consist of the Club officers as designated in Section 1 of this Article and six (6) Directors elected for a term of three (3) years. Two (2) Directors will be elected each year. The election of Officers and Directors shall take place at the Club's annual meeting as provided by Article VII and assume duties January 1 following the election. The Board is responsible for the management of the activities and affairs of the Club.

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 the 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. Responsibilities of Board members - Board members are expected to perform the duties assigned to their position. Should a Board member not carry out or be able to carry out their responsibilities, without acceptable reason, such position shall be considered to be nonfunctioning. The Board will send notification and request a written explanation within 30 days. If there is no response or insufficient reasons provided then the Board member may be deemed to have resigned for failing to meet stated obligations of Board members. In such an event the Board may, by a two-thirds (2/3) vote, affirm that the failure of the Board member to fulfill their obligations shall be effective as a resignation at the time of said vote. Vacancies shall be filled in the manner prescribed in Section 3 of this Article.

ARTICLE VII – The Club Year, Annual Meeting, Elections

Section 1. Club Year - The Club's Fiscal Year shall begin on January 1 and end on December 31.

Section 2. Annual Meeting - The annual meeting shall be in the month of November at which time directors and officers for the ensuing term shall be elected from among those nominated in accordance with Section 4 of this Article. They shall take office January 1 following their election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within thirty (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 two (2) nominated candidates for Director who receive the greatest number of votes for such position shall be declared elected.

Section 4. Nominations - During the month of August, the Board shall select a board member to serve as chair of the nominating committee. The chairperson will ask for volunteers who are not board members to serve on the committee. A committee of not less than three (3) members will be selected. Serving on the committee shall not preclude a member from being nominated for an office.

(a) The committee shall nominate one (1) candidate for each office and candidates for director after securing the consent of each person nominated.

(b) No later than October 1, the committee will report its nominations to the Corresponding Secretary. Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall, no later than October 10, notify by e-mail each member of the candidates so nominated.

(c) Additional nominations may be made at the October meeting by any member in attendance. The nominee must verbally or in writing accept the placement of their name in nomination. No person may be a candidate for more than one (1) position, and nominations from the floor, may be made only from among those members who have not accepted a nomination from the nominating committee.

ARTICLE VIII – Committees

Section 1. Committee Appointments - The Board may annually appoint standing committees to advance the work of the Club. Special committees may also be appointed by the Board to aid it on particular projects.

Section 2. Committee Terminations - Any committee appointment may be terminated by a majority vote of the Board upon written notice to the appointee.

ARTICLE IX – Discipline

Section 1. Suspension - Any member who is suspended from 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 prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club and the Breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a fifty dollar (\$50.00) deposit, which shall be forfeited if the Board following a hearing does not sustain such charges. The Corresponding Secretary shall promptly inform the Board of the charges filed, and the board shall determine whether the actions alleged in the charges constitute conduct prejudicial to the best interests of the Club and the Breed. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not sooner than three (3), nor later than six (6) weeks thereafter. The Corresponding 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 and testimony presented by the complainant and the defendant, the Board may by majority vote of those present suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. The Board 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 recommendations. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Corresponding 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 proceedings may occur at a regular or special meeting of the Club to be held within sixty (60) 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 shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting in the meeting shall be necessary for expulsion.

ARTICLE X – Amendments

Section 1. Amendments - Amendments to these By-laws may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by twenty percent (20%) of the membership. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Corresponding Secretary for a vote within three (3) months of the date when the Corresponding Secretary received the petition.

Section 2. These bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at a regular or special meeting called for the purpose, provided the proposed amendments have been included in mailings of the announcement of those meetings, and e-mailed or mailed to each member at least two (2) weeks prior to the date of the meeting.

Section 3. No amendment to these bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE XI – Robert's 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.