

**LOWER JAMES RIVER GOLDEN RETRIEVER CLUB (LJRGRC)
CONSTITUTION AND BYLAWS (16 June 2021)**

CONSTITUTION

ARTICLE I Name and Objectives

SECTION 1. The name of the club shall be The Lower James River Golden Retriever Club hereinafter referred to as "LJRGRC."

SECTION 2. The territory of the club is defined by the AKC as: a focal point of Williamsburg, VA and an extended territory including those communities north from Richmond southeast to Chesapeake, east of Interstate 95 to Interstate 64/264.

SECTION 3. These Bylaws are subject to and governed by the Commonwealth of Virginia Not-For-Profit Corporation Laws and the Articles of Incorporation of the LJRGRC. In the event of a direct conflict between the provision of these bylaws and the mandatory provisions of the Commonwealth of Virginia Not-For-Profit Corporation Laws, the Commonwealth of Virginia Not-For-Profit Corporation Act will be controlling. Additionally, these Bylaws are subject to the approval of the Board of the American Kennel Club

SECTION 4. The objectives of the club shall be:

- (a) to encourage and promote quality in the breeding of purebred Golden Retrievers and to do all possible to bring their natural qualities to perfection;
- (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 interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials, tracking tests, field trails, hunting tests, rally events and agility events; and,
- (d) To conduct sanctioned matches, dog shows, obedience trials, tracking tests, field trials, hunting tests, rally events, agility events and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.

SECTION 3. In accordance with Federal, State and Local Law, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution.

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

SECTION 5. The Code of Ethics of the LJRGR shall be the same as the current Code of Ethics of The Golden Retriever Club of America.

BYLAWS

ARTICLE I Membership

SECTION 1. *Eligibility.* There shall be three 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 Club.

- (a) Regular Membership – Open to persons over 18 years of age who will enjoy all the club privileges including the eligibility to be approved for the use of the LJRGR puppy referral service, voting and holding office (Individual members shall have one vote). Regular membership shall pay annual dues of \$30 (thirty dollars) which are due by January 15 of the corresponding year.
- (b) Associate Membership – Open to persons over 18 years of age and will be entitled to all club privileges excluding voting and holding office. Associate Membership is offered to those who do not wish to be active in the club. Associate members shall pay annual dues of \$20 (twenty dollars) which are due by January 15 of the corresponding year.
- (c) Junior Membership – Open to children under 18 years of age. A non-voting/non-office holding membership which automatically converts to a regular or associate membership, based on the Junior's involvement with the club, at age 18. Junior members shall not pay dues until January 15 of the year following their 18th birthday.

Note: The Board shall have the right to decide which issues are vital to LJRGR. While membership is not restricted as related to residence, LJRGR's primary purpose is to be representative of the breeders and exhibitors in the club's immediate area.

SECTION 2. *Dues.* Membership dues shall not exceed \$50.00 per year, payable on or before the 15TH day of January of each year. No member whose dues are not paid for the current year may vote or receive awards. During the month of October, the Treasurer shall send to each member a statement of dues for the ensuing year. If a member is accepted on or after October 1st, no additional dues shall be payable for the ensuing year.

SECTION 3. *Election to Membership.* Each applicant for membership shall apply on a form as approved by the Board and which shall provide that the applicant agrees to abide by the constitution and bylaws, LJRGRCS Code of Ethics 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. These endorsements may not be made by a member who does not personally know the applicant, nor by any member of the current Board. If such endorsements cannot be made, membership shall be denied. Accompanying the application, the prospective member shall submit a signed copy of LJRGRCS Code of Ethics as well as dues payment for the current year.

All applications are to be filed with the Secretary. Each application is to be acknowledged and read at the first meeting of the general membership following its receipt. The names of persons applying for membership will be provided to the current members, via email or via being read into the minutes, once per month. Approval of application of membership requires a 2/3rd majority secret vote during a meeting, where a quorum is met, of the members in good standing. Voting on the application shall occur at the first meeting of the general membership which follows the initial acknowledgement of said application. After acceptance of a new member the Secretary shall inform the individual of their acceptance into the club and add them to the club's official roster and FB page.

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. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.

(b) *by lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however, the board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.

(c) *by expulsion.* A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II Meetings and Voting

SECTION 1. *Location of in-person general club meetings.* In-person meetings of the general club membership shall be held within the AKC designated territory of the LJRGR as defined in Article 1 Section 2 of The Constitution.

SECTION 2. *Club Meetings.* Meetings of the club shall be held at least six times per year at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the Secretary at least ten days prior to the date of the meeting. Publication in LJRGR'S Newsletter and/or on the LJRGR'S web site and/or on the LJRGR Facebook page shall also meet the notification requirement. The quorum for such meetings shall be twenty percent of the members in good standing.

SECTION 3. *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 meetings of the Board; and shall be called by the Secretary upon receipt of a petition signed by five members of the club who are in good standing. Such special meetings shall be held at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least five days and not more than fifteen 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. Publication in LJRGR newsletter and/or on the LJRGR website and/or on the LJRGR Facebook page shall meet the notification requirement. The quorum for such a meeting shall be twenty percent of the members in good standing.

SECTION 4. *Board Meetings.* Meetings of the Board of Directors shall be held regularly at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the Secretary at least five days prior to the date of the meeting. Publication in LJRGR'S Newsletter and/or on the LJRGR'S web site and/or on the LJRGR Facebook page shall also meet the notification requirement. The quorum for such a meeting shall be a majority of the Board.

SECTION 5. *Special Board Meetings.* Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the board. Such special meetings shall be held at such 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 by the Secretary at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted

thereat. Publication in LJRGR newsletter and/or on the LJRGR website and/or on the LJRGR Facebook page shall meet the notification requirement. The quorum for such a meeting shall be a majority of the Board.

SECTION 6. *Voting.* Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which he is present. Proxy voting will not be permitted at any club meeting or election.

SECTION 7. *Electronic meetings.:* Electronic meetings of the board or the general membership may be held in case of Social emergency (e.g. COVID-19 or other social distancing requirements). Electronic meetings will conduct a roll call at 5 minutes past the posted start of the club meeting. **Only those members present at roll call may have a vote in club business.** Meetings must be called, and notices posted as directed in Article II, sections 1-5 of these bylaws.

- (a) Login information. The Corresponding Secretary shall send by e-mail to every member of the Board, at least 7 days before each meeting, the time of the meeting, the URL and codes necessary to connect to the Internet meeting service, and, as an alternative and backup to the audio connection included within the Internet service, the phone number and access code(s) the member needs to participate aurally by telephone. The Corresponding Secretary shall also include a copy of, or a link to, these rules. Publication in LJRGR newsletter and/or on the LJRGR website and/or on the LJRGR Facebook page shall meet the notification requirement.
- (b) Login time. The Recording Secretary shall schedule Internet meeting service to be available 15 minutes before the start of each meeting.
- (c) Signing in and out. Members shall identify themselves as required to sign into the Internet meeting service; and shall maintain Internet and audio access throughout the meeting when present but shall sign out upon any departure before adjournment.
- (d) Quorum calls. The presence of a quorum shall be established by audible roll call at the beginning of the meeting. Thereafter, the continued presence of a quorum shall be determined by the online list of participating members, unless any member demands a quorum count by audible roll call. Such a demand may be made following any vote for which the announced totals add to less than a quorum.
- (e) Technical requirements and malfunctions. Each member is responsible for his or her audio and Internet connections; no action shall be invalidated on the

grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.

- (f) Forced disconnections. The chair may cause or direct the disconnection or muting of a member's connection if it is causing undue interference with the meeting. The chair's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes.
- (g) Assignment of the floor. To seek recognition by the chair, a member shall speak his name. Upon which the chair will assign the member to the que of members seeking recognition. The chair will give preference of recognition to the first member on the list who is seeking recognition. Any member who reseek recognition will be assigned the first available position in the que of those seeking recognition
- (h) Interrupting a member. A member who intends to make a motion or request shall wait a reasonable time for the chair's instructions before attempting to interrupt the speaker by voice.
- (i) Motions submitted in writing. A member intending to make a main motion, to offer an amendment, or to propose instructions to a committee, shall, before or after being recognized, post the motion in writing to the online area designated by the Recording Secretary for this purpose, preceded by the member's name and a number corresponding to how many written motions the member has so far posted during the meeting (e.g., "SMITH 3:"; "FRANCES JONES 2:"). Use of the online area designated by the Recording Secretary for this purpose shall be restricted to posting the text of intended motions.
- (j) Display of motions. The Recording Secretary shall designate an online area exclusively for the display of the immediately pending question and other relevant pending questions (such as the main motion, or the pertinent part of the main motion, when an amendment to it is immediately pending); and, to the extent feasible, the Recording Secretary, or any assistants appointed by him or her for this purpose, shall cause such questions, or any other documents that are currently before the meeting for action or information, to be displayed therein until disposed of.
- (k) Voting. Votes shall be taken by electronic roll call or by audible roll call. The secret voting feature of the Internet meeting service or by an Internet polling service unless a different method is ordered by the Board. The chair's announcement of the voting result shall include the number of members voting on each side of the question and the number, if any, who explicitly

respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent.

- (l) Video display. The chair, the Recording Secretary, or their assistants shall cause a video of the chair to be displayed throughout the meeting, and shall also cause display of the video of the member currently recognized to speak or report

ARTICLE III Directors and Officers

SECTION 1. *Board of Directors.* The Board shall be comprised of the officers and 3 (three) other persons, all of whom shall be members in good standing with the Golden Retriever Club of America and within the LJRGR; and must be active in the breeding and exhibiting of dogs in conformation golden retriever show dog events. All of whom shall be elected for one-year terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. **General management of the club's affairs shall be entrusted to the board of directors.**

SECTION 2. *Officers.* The club's officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings, and the Board and its meetings.

(a) The President shall preside at all meetings of the club and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws. The President will have at least one-year experience on the Board.

(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; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, provide a list of club members to each member once annually (electronically or written), and carry out such other duties as are prescribed in these bylaws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the Board, in the name of the club. The books shall, at all times, be open to inspection by the Board and a report shall be given at every meeting on the condition of the club'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. Within 60 days of the end of the fiscal year, the Treasurer shall insure that all accounts of the Club are audited at the Club's expense by a Certified Public Accountant who shall be retained by the Board. The auditor's report may serve as the Treasurer's annual report to the membership and the Board. The Treasurer shall be bonded in such amount as the board of directors shall determine. The Treasurer shall be familiar with and proficient in the accounting software, Quickbooks, the official accounting software of the club.

(e) The offices of Secretary and Treasurer may be held by the same person; in which case the Board shall be comprised of 6 persons.

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.

ARTICLE IV The Club Year, Annual Meeting, Elections

SECTION 1. *Club Year.* The club's fiscal year shall begin on the first day of January and end on the last day of December. The club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

SECTION 2. *Annual Meeting.* The annual meeting shall be an in-person meeting which will be held within the defined territory. The meeting shall be held in the month of November at which officers and members-at-large for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and **each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.**

SECTION 3. *Elections.* The election shall be comprised of a written secret vote during the Annual meeting. The quorum for the annual meeting shall be 20% (twenty percent) of the regular membership. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The 3 nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4. *Nominations.* No person may be a candidate in a club election who has not been nominated. During the month of August, the board shall select a Nominating Committee consisting of three members and two alternates, not more than one of

whom may be a member of the board. The Secretary shall immediately notify the committeemen and alternates of their selection. The board shall name a chairman for the committee, and it shall be such person's duty to call a committee meeting, which shall be held on or before September 1st.

- (a) The committee shall nominate one candidate for each office and positions 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 October meeting, notify each member in writing of the candidates so nominated. Publication in LJRGR newsletter and/or on the LJRGR website and/or on the LJRGR Facebook page shall meet the notification requirement.
- (c) Additional nominations may be made at the October meeting by any member in attendance, provided that the person so nominated is present at the meeting and does not decline when their name is proposed. No person may be a candidate for more than one position
- (d) Upon completion of the nominating process, the Secretary shall notify each member in writing of the ballot for the Board. The Secretary shall provide the Ballot at least two weeks prior to the annual meeting. Publication in LJRGR newsletter and/or on the LJRGR website and/or on the LJRGR Facebook page shall meet the notification requirement.
- (e) 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 dog shows, obedience trials, trophies, annual prizes, membership, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the board to aid it on particular projects.

SECTION 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the board may appoint successor to those persons whose services have been terminated.

SECTION 3. Puppy referral committee will be appointed by the board. The committee chair will keep a list of those members who are members in good standing with the AKC, Golden Retriever Club of America, and the LJRGR and who are approved by the Board. Members who wish to be put on the Referral list must make application to the Board in writing. Application to the Puppy referral list shall be made annually and accompanied by an application fee not greater than \$50. Members on the Puppy

referral list may be removed for failure to maintain good standing within the GRCA, AKC or LJRGR or as provided for expulsion of membership as provided in Article IV of these bylaws.

SECTION 4. The AKC liaison position will be appointed by the new Board during the first board meeting that follows the annual elections. The AKC liaison appointment may be terminated by a majority vote of the full membership of the Board upon written notification to the appointee. The Board may then appoint a successor to the AKC liaison position

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.

Section 2. *Golden Retriever Club of America Suspension.* Any member who is suspended from any of the privileges of the Golden Retriever Club of America automatically shall be suspended from the privileges of this club for a like period.

SECTION 3. *Charges.* An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$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 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. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, 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 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 complainant and defendant, the board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership

that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting which considers the board's recommendation. Immediately after the board has reached a decision, its finding shall be put in written form and filed with the Secretary. The 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 60 days but not earlier than 30 days after the date of the board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3rds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the board's suspension shall stand.

ARTICLE VII Amendments

SECTION 1. Amendments to the constitution and bylaws may be proposed by the board of directors or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the board of directors and must be submitted to the members with recommendations of the board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and bylaws may be amended by a 2/3 secret vote of the members present and voting at any regular or special in-person meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting. Publication in LJRGR newsletter and/or on the LJRGR website and/or on the LJRGR Facebook page shall meet the notification requirements.

ARTICLE VIII Dissolution

SECTION 1. The club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing and in accordance with Virginia Law. In the event of the dissolution of the club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof nor any assets of the club shall be distributed to any members of the club, but after payment of the debts of the club its property and assets shall be given to

a charitable organization for the benefit of dogs that will be selected by the Board of Directors unless otherwise prohibited by State Law.

ARTICLE IX Order of Business

SECTION 1. At meetings of the club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting)
- Unfinished business
- New business
- Adjournment

SECTION 2. At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- New business
- Adjournment

ARTICLE X Parliamentary Authority

SECTION 1. The rules contained in the current edition of "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 bylaws and any other special rules of order the club may adopt.