

BYLAWS OF OHIO VALLEY RETRIEVER CLUB, INC.

March 7, 2023

ARTICLE I

NAME AND OBJECTS

SECTION 1:

The name of the Club shall be Ohio Valley Retriever Club, Inc. Hereafter referred to as “the Club.” Information dissemination can be of several forms which include mail via the USPS, email and text. Hereafter all are acceptable and shall be referred to as “mail”.

SECTION 2: The Club’s Mission, Vision, Values, and Purpose.

Our **MISSION** is to conduct multiple licensed AKC sanctioned events per year following the rules of the American Kennel Club, as well as hold informal events to educate, train and assist members with training and handling techniques.

Our **VISION** is to be recognized as a high-quality pure-bred retriever club.

Our VALUES:

- Integrity
- Respect for the Breed
- Continuous Improvement
- Sportsmanship
- Accountability
- Trust

Our **PURPOSE** is to encourage and promote the breeding and training of pure-bred retrievers and to do all possible to bring their natural qualities to excellence.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, 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 in furtherance of the purposes described in section 501(c)(3). 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 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 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, or the corresponding section of any future federal tax code, or (b) by a

corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II

MEMBERSHIP

SECTION 1: Eligibility.

There shall be one type of membership, which is open to all persons eighteen years of age and older who are in good standing with the Club and the American Kennel Club and who subscribe to these Bylaws. Members are encouraged to attend all Club meetings open to the membership throughout the year and participate in all Club sponsored activities. Club sponsored activities include but are not limited to AKC Sanctioned Licensed Field Trials, Club training days and AKC Sanctioned Hunt Tests.

SECTION 2: Dues.

Membership dues shall be \$30.00 per person per year, payable prior to March 1. After March 1 of each year, if dues have not been paid, individuals will be removed from the club roster and have to re-apply for membership. Club member's families may participate in club events such as running dogs at club training days. Any family member 18 years of age or older, other than spouses, must have their own membership. The holders of a membership shall have one (1) vote at any Club meeting. During the month of November, the Club Secretary shall send to each member a statement of his/her dues for the following year.

SECTION 3: Election to Membership.

Applicants must apply on a form as approved by the Board of Directors for membership and agree to abide by these Bylaws and the rules of the American Kennel Club. The application shall require the applicant's name, address and reason for requesting membership consideration. Accompanying the application, the prospective member shall submit dues payment for the current year of \$30.00. Applicants may be approved at any meeting of the Club or meeting of the Board of Directors. Favorable vote of the majority of the Directors in attendance at the next meeting of the Board shall be required to approve an applicant. Applications which have received unfavorable action at a Board meeting may be presented by any Club member at the next meeting of the Club and the Club may approve such applicant with a majority vote of those in attendance. An applicant who has been rejected at a Club meeting may not be considered for twelve months after the date of rejection.

SECTION 4: Termination of Membership

Membership may be terminated:

1. 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.

2. by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after the first day of the fiscal year; however, the Board may grant up to an additional 90 days of grace to such delinquent members. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of that meeting.
3. by expulsion. A membership may be terminated by expulsion as provided in ARTICLE VII of the Bylaws.

ARTICLE III

MEETINGS

SECTION 1: Club Meetings

A meeting of the Club shall be held annually in the State of Ohio at such day, time and place as may be designated by the President. Written notice of the meeting shall be mailed or emailed by the President at least ten (10) days prior to the date of the meeting. All members are expected to attend the meetings. However, the quorum for such meetings shall be a minimum six (6) members. At the annual meeting, elections shall be held as provided in ARTICLE V. Other Club meetings may be called by the President, or by a majority vote of the members of the Board who are present. A quorum (6) of Board members must be present at any regular or special meeting of the Board for any resolution(s) to be voted upon. Such meetings shall be held in the State of Ohio, at a day, time and place as may be designated by the person or persons authorized herein to call such meetings. Notice of such meetings may be published in the monthly newsletters or by separate mailings (including email) by the Secretary or an officer of the Club.

SECTION 2: Board Meetings

Meetings of the Board of Directors shall be held in the State of Ohio, as often as the Board deems it necessary to conduct the Club's business, but a minimum of quarterly. The day, time and place of such meetings will be designated by the President, and schedule of the meetings will be published in the monthly newsletters, via the website or via email. Written notice of each such meeting shall be mailed or electronically distributed by the President at least ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be a minimum of six (6) members. The first Board meeting of any given year shall involve the election of officers for the coming year. The offices to be filled are provided for in ARTICLE IV, Section 2.

SECTION 3: Annual Meeting.

At the annual meeting Directors for the coming year shall be elected by anonymous, written ballot from among those nominated in accordance with Section 4 of this ARTICLE V. A written ballot must occur if the slate of nominated candidates is greater than eleven (11). If the slate of candidates is equal to or less than eleven (11), a verbal vote by the membership is required after

a motion to accept the slate is seconded. Trustees shall take office immediately upon the conclusion of the election.

SECTION 4: Special Board Meetings.

Special meetings of the Board may be called by the President or by the Secretary or upon written request signed by (or electronically confirmed by) at least two members of the Board. Special meetings shall be held in the State of Ohio, and at such day, time and place as may be designated by the President, Secretary or two board members who have called the meeting. Written notice of such meeting shall be mailed or emailed by the Secretary or by any officer of the Club at least ten (10) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting. A quorum for such a meeting shall be a minimum of six (6) members.

SECTION 5: Special Club Meetings

Special meetings of the entire Club Membership may be called by the President or by the Secretary or upon written request signed by (or electronically confirmed by) at least two members of the Board. Special meetings of the Club shall be held in the State of Ohio, and at such day, time and place as may be designated by the President, Secretary or two board members who have called the meeting. Written notice of such meeting shall be mailed or emailed by the Secretary or by any officer of the Club at least ten (10) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting.

ARTICLE IV

DIRECTORS AND OFFICERS

SECTION 1: Board of Directors

The Board shall be comprised of eleven (11) persons and shall include the President, Vice-President, Secretary, Treasurer and Immediate Past President. All members of the Board shall be elected for one-year terms at the Club's annual meeting as provided in ARTICLE V. 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, Treasurer and Immediate Past President, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

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 the Bylaws.

1. The Vice President shall have the powers and exercise the duties of the President in case of the President's death, absence or incapacity.

2. The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club. The Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and trustees of their election to office, keep a roll of the members of the Club with their addresses and carry out such other duties as are prescribed in these Bylaws. While the Secretary is accountable for all of these actions to occur, other members of the Board may actually carry out these duties.
3. The Treasurer shall collect and receive all money due or belonging to the Club and receipt therefore. He/She shall deposit the same in a bank satisfactory to the Board, in the name of the Club. Their books shall be kept current and at all times be open to inspection of the Board and shall report the condition of the Club's finances at each Board meeting. At the annual meeting, the Treasurer shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall have a current bank statement available for Board inspection at every Board meeting.
4. The Immediate Past President shall have the powers and exercise the duties of the President in case of the President's and Vice President's death, absence or incapacity. The Immediate Past President also serves as the Club's Ombudsperson, investigating and arbitrating any dispute when asked to by the Officers of the Club.

SECTION 3: Vacancies

Any vacancy occurring on the Board of Directors among the officers during the year shall be filled for the unexpired term of office by a majority vote of the Board at its first regular or special meeting following the creation of such vacancy. The previous nominating committee shall propose a replacement to the Board.

ARTICLE V

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 31st 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 3: Elections.

The nominated Director candidates receiving the greatest number of votes shall be declared elected.

SECTION 4: Nominations.

No person may be a candidate for Club election who has not been nominated. During the months of September and October the Board shall select a nominating committee consisting of three (3) Club members, not more than two (2) of whom shall be members of the Board. The Secretary

shall immediately notify the committee members of their selections. The Board shall name a Chairperson for the Committee and it shall be his or her duty to call a committee meeting which shall be held within two (2) weeks after the committee is notified of its selection.

1. The Committee shall nominate at least one candidate for each of the positions on the Board. The Committee shall immediately report their nominations to the Secretary in writing.
2. Any person so nominated who refuses to be a candidate shall notify the Nominating Committee within ten (10) days. Any person who accepts a nomination must be willing to serve as a committee chairperson for at least one (1) major club event and/or responsibility (e.g., field trial, spring hunt test, trophies, training days, membership committee, etc.), unless he or she is elected to one of the Club Officer positions. Shared chair responsibility for an event is permissible if approved by the Board.
3. Immediately after the expiration of the period in which nominees may so decline the nomination, the Secretary shall mail to each member of the nominating committee a notice of all such declinations which have been received by him or her.
4. Additional nominations may be made before December 15 by written petition to the Nominating Committee signed (or electronically confirmed by) five (5) members and endorsed by each such additional nominee, signifying his or her willingness to be a candidate. No person who has declined the Committee's nominations may be nominated by petition.
5. On or before December 20, the Secretary shall notify each member of the Club in writing of the entire slate of candidates (those nominated by the Committee and all additional nominations).
6. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section 4, ARTICLE V.

There will be an election of officers immediately following the election of the new Board of Directors at each annual meeting to fill the offices of President, Vice President, Secretary, and Treasurer. The Immediate Past President is not elected and presides over the election of officers. Nominations will be taken from the floor for each position and voted on anonymously by the Board. The person obtaining the greatest number of votes for each office shall be declared elected. The quorum for this meeting shall be six (6) Board members. The newly elected officers shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within ten (10) days after the election.

ARTICLE VI

COMMITTEES

SECTION 1

The President may each year appoint standing committees to advance the work of the Club in such matters as field trials, hunt tests, trophies, annual prizes, membership and other fields which are best served by committees. Such Presidential appointments shall be communicated to the

Board within 21 days and approved by the Board at its next scheduled meeting. Such committees shall be subject to the final authority of the Board. Special committees may also be appointed by the Board to support special projects.

ARTICLE VII

DISCIPLINE

SECTION 1: American Kennel Club Suspension.

Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for the same period.

Section 2: Conduct Prejudicial to the Sport

Conduct of all members of the Club must withstand the utmost scrutiny by the public at large. Proceedings under Article XIV, Section 1, of *The Charter and Bylaws of the American Kennel Club, Inc* will be the guide for evaluating and testing any misconduct. The Immediate Past President serves as the Club Ombudsperson and will be assigned to investigate such matters and report findings with recommendations to the Board.

SECTION 2: Charges.

Any member may proffer charges against another 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 \$100.00 which shall be forfeited if such charges are not sustained. If the charges are sustained the \$100.00 deposit will be refunded. The 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 or her own defense and bring witnesses if he or she wishes.

SECTION 3: Board Hearings.

The Board President shall preside over all hearings. The Board shall have complete authority to decide whether legal counsel may attend the hearing. Both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the Club membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his or her fellow-members at the Club meeting which considers the Board's recommendation. Immediately after the Board and/or Club membership have 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 membership following a Board hearing and upon the Board's recommendations as provided in Section 3 of this ARTICLE VII. Such proceedings may occur at a regular or special meeting of the Club membership 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 on his or her own behalf, with or without representation. The Board and the defendant shall have the privilege of introducing evidence at this meeting. The President shall read the charges and the Board's findings and invite the defendant, if present, to speak on his or her own behalf. The members shall then vote by anonymous ballot on the proposed expulsion. A two-thirds vote of those voting Club members present at the meeting are required for expulsion. If expulsion is so voted, the Board's suspension shall stand. The term of the expulsion shall be in effect for one year or for as long as a member is not in good standing with the AKC, whichever is longer.

ARTICLE VIII

AMENDMENTS

SECTION 1: Amendments

The Bylaws may be amended by a majority vote of the Club members present at any regular or special meeting. The proposed amendments must be embodied in the call for any such meeting and mailed (or emailed) to each member at least two-weeks prior to the date of such meeting.

ARTICLE IX

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 and not less than two-thirds (2/3) of the officers. After payment of all debts of the Club, its property and assets shall be divided equally among the members.

ARTICLE X

ORDER OF BUSINESS

SECTION 1: Board Meetings

- Call to Order, Meeting Opened
- Roll Call
- Approval of Previous Meeting Minutes
- Report of Board President
- Report of Treasurer

- Report of Secretary
- Report(s) of Committees
- Election of Board (at annual meeting – or if required due to vacancy)

- Election of New Members
- Unfinished Business
- New Business
- Adjournment

SECTION 2: Special Meetings

- Call to Order, Meeting Opened
- Roll Call
- Purpose of the Meeting Stated by the Presiding Officer
- Business of the Meeting
- New Business
- Adjournment