

ALASKA WORKING RETRIEVER CLUB, Inc.
CONSTITUTION AND BY-LAWS

Section 1. The name of the club is the ALASKA WORKING RETRIEVER CLUB (AWRC), hereafter referred to as the Club.

Section 2. The objectives of the Club shall be:

- To further the advancement of the retriever breeds;
- To further the conservation of wildlife, in particular upland game birds and waterfowl;
- To protect and advance the interests of the retrieving breeds by encouraging sportsmanlike conduct and competition at field trials and hunt tests;
- To conduct informal and licensed trials and tests under the rules of the American Kennel Club (AKC);
- To conduct its affairs in accordance with the principles set forth in the Constitution and By-Laws of the ALASKA WORKING RETRIEVER CLUB;
- To further educate the members, and the public, regarding the training and abilities of the retriever breeds.

Section 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

Section 4. The members of the Club shall adopt and may, from time to time, revise such By-Laws as may be required to carry out Club objectives.

BY-LAWS
ARTICLE I
MEMBERSHIP

Section 1. ELIGIBILITY. There shall be two types of membership open to all persons 18 years of age and older: single and family. Applicants for membership must be in good standing with the AKC and agree to subscribe to the purposes of this Club.

Section 2. DUES. Membership dues shall be set annually by the Board of Directors. No member may vote whose dues are not paid for the current year. Dues are non-refundable.

Section 3. ELECTION TO MEMBERSHIP. Each applicant for membership shall apply on a form as approved by the Board of Directors which shall provide that the applicant agrees to abide by this Constitution and By-Laws, and the rules of the AKC. The applicant shall submit the dues payment for the current year along with their membership application.

Section 4. TERMINATION OF MEMBERSHIP. Members may be terminated in the following situations:

- By resignation. Any member in good standing may resign from the Club upon written request to the Secretary.
- By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the Secretary issues the dues statement. The Board of Directors may grant an additional 90-day grace period in exceptional cases. In no case may a person, whose dues are unpaid as of that date, be entitled to vote at any Club meeting.
- By expulsion. A membership may be terminated by expulsion as provided in Article VII of this Constitution and By-Laws.
- By indebtedness. Any unpaid dues, fees, or monies owed the Club unless approved by the Board of Directors.

ARTICLE II MEETINGS AND VOTING

Section 1. CLUB MEETINGS. Meetings of the Club shall be held on such date and place as designated by the Board. Written notice of such meetings shall be mailed or sent via electronic mail by the Newsletter Chairperson at least 10 days prior to the date of the meeting. The quorum for such a meeting is 20 percent (%) of the members in good standing. A general membership meeting of the Club should be scheduled and held each calendar year.

Section 2. SPECIAL CLUB MEETINGS. Special Club meetings may be called by the President or by a majority of the Board who are present and voting at any regular or special meeting of the Board, or by the Secretary upon receipt of a signed petition by 5 members of the Club who are in good standing. Such special meetings shall be held at a place and hour as designated by the President. Written notice of such meetings shall be mailed or e-mailed at least 5 days, but not more than 15 days, prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business may be discussed at this meeting. A quorum for these meetings is 20 percent (%) of the members in good standing. If a quorum is not obtained, the matter in question will be acted upon at the next regular Board Meeting.

Section 3. If no meeting takes place, votes, including elections, may also be taken by electronic mail following the same requirements as specified in Section 1. and Section 2. above.

Section 3. BOARD MEETINGS. Meetings of the Board of Directors shall be held at a place and time to be determined by the President. In any month in which a general membership meeting is to be held, the Board shall meet prior to that meeting. Each member of the Board shall be notified by the Secretary at least 5 days, but not more than 15 days, prior to the date of that meeting. A quorum for such meetings shall be a majority of the Board. Minutes of the Board meetings and the meeting notice shall be distributed by e-mail to

each member of the Board prior to the next meeting.

Section 4. SPECIAL BOARD MEETINGS. Special meetings of the Board may be called by the President or Secretary upon receipt of a written request or receipt by electronic mail signed by at least 3 members of the Board. The quorum for such a meeting shall be a majority of the members of the Board. Written notice of such meetings shall be given by the Secretary at least 5 days, but not more than 15 days, prior to the date of such meetings. Any such notice shall state the purpose of the meeting and no other business may be conducted at such meetings.

Section 5. VOTING. Each member in good standing whose dues are paid for the current year shall be entitled to one vote. Family memberships allow for one vote by the family. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III OFFICERS AND BOARD OF DIRECTORS

Section 1. OFFICERS. The Club's officers, consisting of the President, Vice President of Field Trials, Vice President of Hunt Tests, Secretary and Treasurer shall be elected by a majority vote of the general membership in attendance at the annual meeting and shall serve in their respective capacities at all functions and meetings of the Club, and shall be responsible as such to the American Kennel Club.

The President shall preside at all meetings of the Club and the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in the Constitution and By-Laws.

The Vice President of Field Trials or Vice President of Hunt Tests shall have the same powers and exercise the duties of the President in case of the President's absence or incapacity.

The Secretary shall keep a record of all meetings and matters of the Club and the Board. The Secretary shall have charge of the correspondence and carry out duties prescribed in this Constitution and By-Laws.

The Treasurer shall collect and receive all monies due or belonging to the Club. The treasurer shall deposit the same in a bank satisfactory to the Board, in the name of the Club, and maintain all accounts, checking and others, in an orderly manner. The treasurer shall report to the Board on the condition of the Club's finances and at all the annual meetings and shall render an account of all monies received and expended during the previous year.

All Club officers shall be elected for a two-year term of office on a staggered basis. The President, Vice President of field trials, and Secretary being elected in odd

years and the remainder of officers shall be elected in even years.

Section 2. BOARD OF DIRECTORS. The Board shall be comprised of 9 members in good standing. Of these members, 5 shall be officers of the Club; the remaining four will be members-at-large. The members-at-large will also be elected for two year terms, with half of them being elected each year, along with the officers, on the staggered basis described in Article III, section 1.

Section 3. Vacancies. Any vacancy occurring on the Board of Directors may be filled until the next regular election by a majority vote of all then members of the Board at its first regular meeting following the vacancy.

ARTICLE IV CORPORATION YEAR, ANNUAL MEETINGS, ELECTIONS

Section 1. CORPORATION YEAR. The corporation's fiscal year shall begin on the first 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 meeting.

Section 2. ANNUAL MEETING. The annual meeting shall be held at the call of the President, and there shall be an election of Officers and Directors for the ensuing year.

Section 3. ELECTIONS. Officers and Board members shall be elected by secret written ballot from the general membership for a two year term on the staggered basis described in Article III section e. The nominee receiving the greatest number of votes for each position shall be declared **as** elected.

Section 4. NOMINATIONS. No person may be a candidate in a Club election who is not a member in good standing. Three months prior to the annual election, the Board shall advertise that members are requested to apply for the various **B**oard positions which are up for election that year. This shall be done by several means: it will be posted on the Club website, on the Club facebook page, and by word of mouth at field trials and hunt tests. These nominations may be mailed electronically to either the Club **S**ecretary or **P**resident.

After nominations have been received, the Secretary will notify each Club member in writing or by electronic mail of the candidates so nominated.

Additional nominations may be made at the annual meeting, provided the person nominated is present to accept the nomination and does so at that meeting or has provided written consent to serve in the position for which they are nominated. No person may be a candidate for more than one position of the Board.

Nominations cannot be made in any manner other than provided in this section.

ARTICLE V COMMITTEES

Section 1. COMMITTEES. The Board may, each year, appoint standing committees to advance the work of the Club in such matters as field trials, hunt tests, memberships, trophies, and other such areas as would be well served by a committee. Such committees shall be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid particular Club projects.

Section 2. FIELD TRIALS AND HUNT TESTS. Final responsibility for all licensed, non-licensed and other retriever events shall still belong solely to the Board, however, the appropriate Vice President shall have considerable authority. The Vice-Presidents for hunt tests and field trials shall have the authority to appoint the secretary, chairperson, trial committee and all other necessary positions necessary to run their event without seeking Board approval.

Section 3. DELEGATES. The Board shall appoint all necessary delegates to represent the Club. If a proxy is necessary, the Board shall make such appointments and notify the concerned organization as to the name and address of the proxy.

Section 4. TERMINATION. Any committee member's or delegate's appointment may be terminated by a majority vote 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. AKC SUSPENSIONS. Any member who is suspended from the privileges of the AKC shall automatically be suspended from the privileges of this Club for a like period.

Section 2. CHARGES. Any member may bring charges against another member for alleged misconduct prejudicial to the best interest of the Club. Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of \$20.00, which shall be forfeited if the charges are not substantiated. The Secretary shall promptly notify the Board which will meet no less than 2 weeks and not more than 4 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail with a notice of the hearing and assurance that the defendant may appear personally in his or her own defense. The defendant may bring witnesses if he or she wishes.

Section 3. THE HEARING. The Board shall have complete authority to decide whether counsel may attend the hearing, but both parties shall be treated uniformly in this regard. Should the charges be sustained after hearing all the evidence and testimony presented by both parties, the Board may, by a majority vote of those present, suspend the defendant from all Club privileges for not more than 6 months from the date of the hearing. If the Board deems the punishment to be insufficient, it may also recommend to the membership that

the penalty be expulsion. In such cases, the suspension shall not restrict the defendant's right to appear before fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary who, in turn, shall notify each party of the decision and penalty, if any.

Section 4. EXPULSION. The expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board meeting 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 no earlier than 30 days, after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his or her behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and invite the defendant, if present, to speak in his or her behalf if he or she wishes. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of the members present at the meeting shall be necessary for expulsion. If the members do not vote for expulsion, the Board's suspension shall stand.

ARTICLE VII AMENDMENTS

Section 1. PROPOSED AMENDMENTS. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors, or by written petition addressed to the Secretary signed by 25 percent (%) of the membership in good standing. An amendment proposed by such petition shall be promptly considered by the Board and must be submitted to the membership, with recommendations of the Board, by the Secretary for a vote within 3 months of the date when the petition was received by the Secretary.

Section 2. APPROVAL. Amendments to the Constitution and By-Laws that have been proposed by petition must be approved by two-thirds vote of the membership present at any regular or special meetings called for that purpose. Alternatively, electronic mail responses by 2/3 of the members in good standing will suffice to approve changes to the Constitution and By-Laws. The proposed amendments must have been included in the notice of the meeting and sent by electronic-mail to each member in good standing at least 2 weeks prior to the date of the meeting.

ARTICLE VIII ORDER OF BUSINESS

Section I. BOARD MEETINGS. At regularly scheduled Board meetings, the order of business, unless directed by a majority vote of those present, shall be as follows:

Roll Call (if appropriate)
Minutes of Last Meeting
Report of Secretary

Report of Treasurer

Report of the Committees
Unfinished Business
New Business
Adjournment

Section 2. GENERAL MEMBERSHIP MEETINGS. At regularly scheduled general meetings, the order of business so far as the character and nature of the meeting may permit, shall be as follows:

Roll Call (if appropriate)
Minutes of Last Meeting
Report of Secretary

Report of Treasurer

Report of the Committees
Unfinished Business
New Business
Adjournment.

Section 3. LIABILITY. As provided for by AS. 10.20.151, directors, officers, employees, and members of the corporation are not to be personally liable for corporate debt or other corporate obligations.

ARTICLE IX
DISSOLUTION

Section 4. The Corporation may be dissolved at any time by the written consent of not less than two-thirds of the members in good standing. In the event of the dissolution of the Club, whether voluntary or involuntary or by operation of law, none of the property of the Club, or proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club. After payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of retriever breeds, as determined by the Board of Directors.

Mike Black, President

Notary Public for the State of Alaska

My commission expires:

Mary Pemberton , Secretary

Notary Public for the State of Alaska

My commission expires: