

**FOX VALLEY
RETRIEVER CLUB,
INC.
BY-LAWS**



ARTICLE I
NAME AND OBJECTIVES

Section 1

The name of the Club shall be the Fox Valley Retriever Club, Inc., incorporated under the laws of the State of Wisconsin, hereinafter referred to as Club.

Section 2

The objectives of the Club shall be:

(A)

to encourage and promote the breeding of purebred 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 breeds as approved by the American Kennel Club as the only standard of excellence by which Retrievers shall be judged;

(C)

to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at field trials and hunting tests;

(D)

to conduct sanctioned and licensed events under the rules of The American Kennel Club, both procedural and disciplinary.

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.

ARTICLE II
MEMBERSHIP

Section 1

Eligibility - Owners, prospective owners, handlers of Retrieving dogs and all other persons interested in the objects of the Club shall be eligible to membership in the Club.

Section 2

Election to Membership - Each applicant for membership shall apply in writing with current year membership dues payment, and shall carry the endorsement of any two members of the Club. Membership applications shall be sent to the Club Secretary. The Board of Directors, at its discretion, may accept or deny application for membership.

Section 3

Categories of Membership:

There shall be two categories of membership, as follows:

(A) Regular

A regular member: (i) shall be eligible to participate in the Club's training activities and programs; (ii) shall be entitled to vote; (iii) shall be subject to such work requirements as are prescribed by the Board of Directors; (iv) shall pay such dues as are determined under Section 4 of this Article; and (v) shall pay such additional amounts for failure to satisfy the work requirement as are prescribed by the Board of Directors.

(B) Associate

An associate member: (i) shall not be eligible to participate in the Club's training activities and programs; (ii) shall not be entitled to vote; (iii) shall not be subject to work requirements; (iv) shall pay the same dues as a regular member (excluding additional sums relating to work requirements).

Section 4

Dues

Annual dues shall be fixed by a majority of the members present at a regularly called meeting and are due the first day of February.

Section 5

Termination of Membership - Membership may be terminated;

(A) by resignation –

Any member in good standing may resign from the Club upon written notice to the Secretary.

(B) by lapsing –

A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the due date.

(C) by expulsion –

Membership may be terminated by expulsion. A membership may be terminated by expulsion as provided in Article VII, Section 4 of these by-laws.

ARTICLE III MEETINGS AND VOTING

Section 1

The Club's membership year shall begin on the first day of February and end on the last day of January. The Club's fiscal year shall be the calendar year.

Section 2

The annual meeting of the members of the Club for each membership year shall be held on the last Saturday of the month of January in such membership year at such time and place as fixed annually by the Board of Directors for the purpose of receiving annual reports from the President and Treasurer and such other reports as directed by the President, electing the Officers and Directors of the Club and for the transaction of such other business as may come before the meeting. Written notice of such meeting shall be mailed by the Secretary at least ten days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing.

Section 3

Special meetings of the Club may be called by the President or by the Secretary, upon the receipt of a petition signed by two members in good standing. Written notice of such meetings shall be mailed by the Secretary at least seven days prior to the date of the meetings.

Section 4

Board meetings and Special Board meetings shall be held at such hour and place designated by the President. Personal notice of such meeting shall be given to each Board member by the President or by such Board member as s/he designates at least five days prior to the meeting. If a Board member cannot be given personal notice, written notice of such meeting shall be mailed to such Board member by the Secretary at least five days prior to the meeting.

Section 5

Voting - Each regular 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 s/he is present.

Section 6

Notices -If a member provides to the Secretary his/her email address, any written notice to a member or director provided for in these By-Laws shall be deemed timely given if sent via email to such member or director at his or her last email address so provided to the Secretary within the time period provided herein for the giving of such written notice. If the Club maintains a website, any requirement in these By-Laws for providing information to a member or the membership shall be satisfied (and deemed included in the notice) if such information is posted on the Club's website and notice of such posting is contained in a notice to such member or the membership.

ARTICLE IV

OFFICERS AND DIRECTORS

Section 1

The Officers and Directors of the Club shall consist of seven persons, four (4) Officers and three (3) additional Directors, of lawful age, who shall be elected by a majority vote of the members at an Annual Meeting.

Section 2

The term of office of such Officers and Directors shall be as follows:

(A) Officers

The term of office of such Officers shall be for a period of one (1) year and shall begin immediately upon election at the Annual Meeting.

(B) Directors

(i) At each Annual Meeting one Director shall be elected by a majority vote of the members. (ii) The term of office for such Director shall be for a period of three years and shall begin immediately upon election at the Annual Meeting.

Section 3

The Board of Directors, consisting of the Officers and Directors, shall have full power to conduct the business of this Club and shall exercise control and general management thereof.

Section 4

The Officers and their duties shall be as follows:

(A) The President,

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

(B) The Vice-President,

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

(C) The Secretary,

who shall keep a record of all meetings of the Club and of the Board of Directors 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 Directors 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 By-Laws.

(D) The Treasurer, who shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit the same in a Bank designated by the Board of Directors, in the name of the Club. His/Her books shall be open to inspection at all times and a report on the finances of the Club shall be given upon request. The Treasurer may be bonded in such amount as the Board of Directors shall determine.

Section 5

The Directors duties shall be those normally appurtenant to the Office.

Section 6

Vacancies – Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of the then Board at its first meeting following the creation of such vacancy.

Section 7

Quorum - A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law.

ARTICLE V ELECTIONS

Section 1

Nominations

No person may be a candidate in a Club election who has not been nominated. Nominations may be made from the floor at the Annual Meeting by any member in attendance, provided that the person so nominated does not decline when his/her name is proposed but indicates a willingness to be a candidate. All nominees must be present at the Annual Meeting or submit a letter of acceptance prior to the election to be eligible. The members shall nominate at least one candidate for each office and one candidate for the Board of Directors.

Section 2

Elections

(A) The Officers and Directors shall be elected from among those nominated in accordance with Section 1 of this Article and, in the event more than one candidate is nominated for such an office, the election for that office shall be by secret written ballot. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. They shall take office immediately upon the conclusion of the annual meeting. Each officer whose term has expired shall deliver to his/her successor in office all properties and records relating to that office promptly, but in no case later than thirty days after the election.

(B) The 1989 election of Directors shall proceed as follows:

One Director shall be elected to a (1) one year term

One Director shall be elected to a (2) two year term

One Director shall be elected to a (3) three year term

All Elections of Directors following the 1989 election shall follow the procedures outlined in Article IV, Section 2 (B) of the By-Laws and Article V, Section 2 (A).

Section 3

The following positions shall be appointed by the President, subject to the approval of the Board of Directors: Hunt Test Chair, Hunt Test Co-Chair, Hunt Test Committee, Hunt Test Secretary, Game Steward, Captain of the Guns, Head Marshall.

ARTICLE VI

COMMITTEES

Section 1

The President shall each year appoint standing committees to advance the work of the Club. Special committees may also be appointed by the President to aid in particular projects.

Section 2

Any committee or position appointment may be terminated by a majority vote of the full membership of the Board of Directors.

ARTICLE VII DISCIPLINE

Section 1

American Kennel Club Suspension

Any member suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of the Club for a like period.

Section 2

Charges

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breeds. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10 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. 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 of a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. 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 assurance that the defendant may personally appear in his/her own defense and bring witnesses if s/he wishes to do so.

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 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, and if it deems that punishment is 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'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 proceeding 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/her own behalf if s/he wishes. The members shall then vote by secret ballot on the proposed expulsion. A 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.

ARTICLE VIII DISSOLUTION

In the event that the Club is dissolved, the balance of the assets remaining for distribution shall be paid over to any non-profit corporation or association having similar purposes, as the members shall direct. If no such corporation or association is in existence, then such balance shall be paid over to such non-profit educational institution as the members shall direct.

ARTICLE IX AMENDMENTS

Section 1

Amendments to the By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by two members in good standing. Amendments proposed by such petition shall promptly be 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 By-Laws may be amended by a two-thirds vote of the members present and voting at any regular or special 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.

Revised February 13, 2000
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