

# GVHRC Constitution

## Article I

### **Name and Objects**

**Section 1.** The name of the club/nonprofit organization shall be “Green Valley Hunting & Retriever Club”.

**Section 2.** The objects of the club shall be:

- a. To further the advancement of all retrieving, pointing and flushing breeds.
- b. To do all in its power to protect and advance the interests of hunting upland birds and waterfowl and to encourage sportsmanlike conduct.
- c. To disseminate knowledge, conduct classes in and promote the training of retrieving, pointing and flushing dogs.
- d. To encourage the training of dogs and their handlers.

**Section 3.** The club shall not be conducted or operated for profit and no part of any profits or remainder of 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 bylaws as may be required to carry out these objectives.

**Section 5.** The purpose or purposes for which the corporation is organized are as follow:

Said organization is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organizations shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this be carried on (a) by any Organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of a future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## Bylaws

### Article I

#### **Membership**

**Section 1. Eligibility:** The membership of the Club shall be composed of active and associate members.

**Active members** are those who participate in three (3) or more of the club events during the calendar year. Active members are entitled to vote on all matters pertaining to the Club. Participating in a field day is defined as follows: Handling or entering a dog in any event, acting as a judge, trainer, gunner, or acting or assisting by request of the field day committee or chairman in any official capacity as required for execution of the field day.

**Associate members** are those interested in hunting dogs but do not qualify as active members.

**Charter members** are those individuals who were instrumental in the formation of the Club and who had their dues paid by January 1, 1983.

**Section 2. Dues:** Membership dues shall not exceed \$60.00 per year for a family, dues shall not exceed \$45.00 per year for an individual and associate dues shall not exceed \$20.00 per year. Dues are payable on or before the 1<sup>st</sup> day of March of each year. No member may vote whose dues are not paid for the current year. During the month of January, the Treasurer shall send to each member a statement of dues for the ensuing year.

**Section 3. Membership Application:** 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 the constitution and bylaws and the rules of the Club. The application shall state the name, address, phone and breed of dog. Accompanying the application, the prospective member shall submit dues payment for the current year.

**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 thirty (30) days after the first day of March, however, the board may grant an additional thirty (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. Club Meetings:** Meetings of the club shall be held each within the greater Eugene/Springfield area at such hour and place as may be designated by the board of directors. Written notice of each such meeting shall be mailed by the Newsletter editor at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be twenty percent (20%) of the members in good standing. Club meetings shall be held at least six (6) times per year. The meetings shall be noted on the front page of the newsletter.

**Section 2. 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 meeting of the board, and shall be called by the Secretary upon receipt of a petition signed by five (5) members of the club who are in good standing. Such special meetings shall be held within the greater Eugene/Springfield area 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 (5) days and not more than fifteen (15) 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 there at. The quorum for such a meeting shall be ten percent (10%) of the members in good standing.

**Section 3. Board Meetings:** Meetings of the board of directors shall be held the week following the regular monthly club meetings within the greater Eugene/Springfield area. Written notice of such meeting shall be noted in the monthly newsletter. The quorum for such a meeting shall be a majority of the board. The board of directors shall meet a minimum of six (6) times per year.

**Section 4. Special Board Meetings:** Special board 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 (3) members of the board. Such special meetings shall be held within the greater Eugene/Springfield area 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 (5) days and not more than ten (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. The quorum for such a meeting shall be a majority of the board.

**Section 5. Voting:** Each member in good standing whose dues are paid for the current year shall be entitled to one (1) vote at any meeting of the club at which he is present. Proxy voting will not be permitted at any club meeting or election.

### Article III

#### Directors and Officers

**Section 1. Board of Directors:** The board shall be comprised of the officers and directors, all of whom shall be members in good standing and all of whom shall be elected for one (1) year terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. The exception to this is the Treasurer and Secretary which is a two (2) year term. 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, Equipment Manager, Newsletter Editor, Project Manager, three (3) Directors, and shall serve in their respective capacities both with regard to the club and its meeting 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.

**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, 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 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 of 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. The Treasurer shall be bonded in such amount as the board of directors shall determine.

**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 all the then 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 1<sup>st</sup> 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 held in January or February, at which officers and directors 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 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 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 November, the board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one (1) of whom may be a member of the board. The Secretary shall immediately notify the members 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 December 1<sup>st</sup>.

**a.** The committee shall nominate one (1) candidate for each office and position 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 notify each member in writing of the candidates so nominated at least two (2) weeks prior to the January meeting.

**c.** Additional nominations may be made at the January meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one (1) position.

**d.** Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

**Section 1.** The board may each year appoint standing committees to advance the work of the club in such matters as events, trophies, annual prizes, membership and other fields which may be well 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 successors to those persons whose services have been terminated.

## Article V

### Discipline

**Section 1.** Any member who by action or attitude proves unworthy of membership may for the good of the club have their membership terminated, provided that a request for expulsion shall be signed by five (5) or more active members of the club and filed with the Secretary of the club. A secret ballot shall then be mailed to the listed active members of the club and an affirmative vote of fifty one percent (51%) shall be necessary to expel the member in question. All ballots to be returned to the Secretary within five (5) days.

## Article VI

### 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 twenty percent (20%) 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 (3) months of the date when the petition was received by the Secretary.

**Section 2.** The constitution and bylaws may be amended by a two-thirds (2/3<sup>rd</sup>) secret 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 (2) weeks prior to the date of the meeting.

## Article VII

### Dissolution

**Section 1.** The club may be dissolved at any time by the written consent of not less than two-thirds (2/3<sup>rd</sup>) of the members in good standing. 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 selected by the board of directors.

## Article VIII

### Order of Business

**Section 1.** At the 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 the President
- Report of the Secretary
- Report of the Treasurer
- Reports of the committees
- Election of officers and board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

**Section 2.** At the 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 the last meeting
- Report of the Secretary
- Report of the Treasurer
- Reports of the committees
- Unfinished business
- New business
- Adjournment

## Article IX

### **Parliamentary Authority**

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.

**Current as of 4/26**