

AMENDED AND RESTATED

**CONSTITUTION
and
BYLAWS
of
THE EAST TENNESSEE RETRIEVER CLUB, INC.**

**ARTICLE I
Name and Objects**

SECTION 1. The name of the Club shall be THE EAST TENNESSEE RETRIEVER CLUB, INC.

SECTION 2. The objects of the Club shall be:

- a. to encourage and promote quality in the breeding of pure-bred retrievers and to do all possible to bring their natural qualities to perfection, and to preserve game;
- b. to urge members and breeders to accept the standard of the breed as approved by The American Kennel Club;
- c. to do all in its power to protect and advance the interests of the breed by encouraging sportsman-like competition at field events;
- d. to conduct sanctioned, licensed and informal hunting and field events under the rules and regulations of The American Kennel Club encouraging amateur participation;
- e. to encourage the sport of retriever hunting tests and field trialing tests in the general population with particular emphasis on youth participation.

and to encourage sportsmanlike competition at any and all such events.

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. Subject to the provisions of Article IX, Section 3, the members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

**ARTICLE II
Membership**

SECTION 1. Eligibility. There shall be two (2) 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 as follows:

a) **Regular Membership:** Regular Membership shall be available to persons who are eighteen (18) years of age and older who otherwise meet the requirements as specified in this Article II. Regular membership shall entitle the member to all of the Club privileges including, but not limited to, the right to vote and hold office. Regular Membership may include the primary applicant's family. However, family memberships shall be entitled to only one (1) vote per family membership.

b) **Youth Memberships:** Youth Memberships shall be available to persons over the age of ten (10) but under the age of eighteen (18). Youth members shall not be entitled to vote nor to hold office. Youth Memberships shall automatically convert to Regular Membership upon the youth member attaining his or her eighteenth (18th) birthday. Each application for Youth Membership shall include parental signature of permission and waiver of liability and waiver of liability.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the owners and breeders of retrieving breeds in the East Tennessee area.

SECTION 2. Dues. Membership dues shall not exceed Fifty dollars (\$50.00) per annum for each class of membership specified in Section 1 above, payable on or before the 1st day of March of each Club year. No Member may vote or be eligible for prize competition whose dues are not paid for the current year. During the month of January the Treasurer shall send to each member a statement of his dues for the ensuing year. The Board may at its discretion authorize discounted or prorated membership rates from time to time to promote the objects of the Club. Dues paid after November 1 will be carried over for the following year.

SECTION 3. Election to Membership. 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 this constitution and bylaws and the rules and regulations 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. Accompanying the application, the prospective member shall submit dues payment for the current year

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting the application will be voted upon and affirmative votes of two-thirds (2/3) of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not reapply within six (6) 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. Dues obligations are considered a debt to the Club and they are incurred on the first day of each fiscal year.

(b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety (90) after the first day of the fiscal year; however, the board may grant an additional ninety (90) 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 VIII of these bylaws.

ARTICLE III Meetings and Voting

SECTION 1. Club Meetings. Meetings of the Club shall be held at least quarterly within the East Tennessee 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 Secretary 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.

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 East Tennessee 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 thereat. The quorum for such a meeting shall be twenty percent (20%) of the members in good standing.

SECTION 3. Board Meetings. Meetings of the board of directors shall be held at least quarterly within the East Tennessee area 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 (5) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.

SECTION 4. 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 (3) members of the board. Such special meetings shall be held within the East Tennessee 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. Family memberships shall only be entitled to one (1) vote per family. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE IV
Directors and Officers

SECTION 1. Board of Directors. The board shall be comprised of the officers (as defined in Section 2 of this Article IV), and six (6) additional board members. Non-officer Board Members shall serve three (3) year staggered terms with two (2) new non-officer board members being elected and two existing non-officer board members retiring each Club year. all of whom shall be members in good standing. The officers of the Club who are automatically board members (pursuant to this Article IV, Section 1) shall serve one (1) year terms 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, Treasurer, Immediate Past President (who shall be a regular voting member of the Board) and the Hunting Test Secretary and each 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.
- (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, 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. The Treasurer shall be bonded in such amount as the board of directors shall determine.
- (e) The Delegate to the American Kennel Club shall serve a one (1) year term. Any member in good standing pursuant to ARTICLE III, Section 5 may hold the office of Delegate. The Delegate shall represent the Club at quarterly meetings of the American Kennel Club, either in person or by proxy, and shall report to the Board of Directors any and all actions of the American Kennel Club at said meetings.
- (f) The office of a the President, Vice-President, Secretary or Treasurer and the office of the Delegate may be held by the same person. A Director may also hold the office of the Delegate. In addition, the offices of Secretary and Treasurer may be held by the same person.

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.

Any board member or Club officer who misses two (2) consecutive meetings with out an excuse deemed adequate by the majority of the board may be dismissed as an officer and/or board member. A special board meeting shall be called to replace the dismissed officer or board member.

ARTICLE V

Indemnification of Directors, Officers, Employees and Volunteers

Section 1. General. Every person (and the heirs and legal representatives of such person) who is or was a director, officer, employee or volunteer of the Club, may in accordance with Section 2 of this ARTICLE V be indemnified by the Club against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit, or other proceeding (whether brought by or in the right of the Club or such other corporation or otherwise), civil, criminal, administrative, or investigative, including any appeal relating thereto, in which he may become involved, as party or otherwise, by reason of his being or having been a director, officer, employee or volunteer of the Club, or by reason of any action taken or not taken in his capacity as such director, officer, employee or volunteer, whether or not he continues to be such at the time such liability or expense is incurred, provided:

(a) in the case of a claim, action, suit, or other proceeding brought by or in the right of the Club to procure a judgment in its favor, that such person has not been adjudged to be liable for negligence or misconduct in the performance of his duty to the Club; and

(b) such person acted in good faith for a purpose which he reasonably believed to be in the best interest of the Club and, in addition, in any criminal action or proceeding had no reasonable cause to believe that his conduct was unlawful. Indemnification pursuant to this ARTICLE V, however, shall not include any amount payable by such person to the Club in satisfaction of any other indemnification or reimbursement of such person in respect of the liability and expense with respect to which indemnification is claimed. As used in this ARTICLE V, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amount of judgments, fines, or penalties against, and amounts paid in settlement by, such person. The termination of any claim, action, suit, or other proceeding, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that such person did not meet the standards of conduct set forth in this paragraph.

Section 2. Determination of Entitlement to Indemnification. Every person (and the heirs and legal representatives of such person) referred to in Section 1 of this ARTICLE V, who has been wholly successful, on the merits, with respect to any claim, action, suit, or other proceeding of the character described in said Section 1 shall be entitled to indemnification as

provided in said Section 1 as of right. Except as provided in the preceding sentence, any indemnification under said Section 1 shall be made at the discretion of the Club, but only if either (a) the Board of Directors, acting by a quorum consisting of directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit, or other proceeding, shall find that such person has met the standards of conduct set forth in said Section 1, or (b) independent legal counsel (who may be regular counsel of the Club) shall deliver to the Club their written advice that, in their opinion, such person has met such standards.

Section 3. Advancement of Expenses. Expenses incurred with respect to any claim, suit, or other proceeding of the character described in Section 1 of this ARTICLE V may be advanced by the Club prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he is entitled to indemnification under this ARTICLE V.

Section 4. Rights Not Exclusive. The rights of indemnification provided in this ARTICLE V shall be in addition to any rights to which any person (or the heirs or legal representatives of such person) referred to in Section 1 of this ARTICLE V may otherwise be entitled by contract or as a matter of law and shall be available whether or not the claim asserted against such person is based on matters which antedate the adoption of this ARTICLE V.

ARTICLE VI

The Club Year, Annual Meeting, Elections

SECTION 1. Club Year. The Club's fiscal year shall begin on the first day of March and end on the last day of February .

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 the month of February at which the officers, the Delegate to The American Kennel Club and the 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. On or before October 31st of each Club year, 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 November 15th of each Club year.

- (a) The committee shall nominate one candidate for each office and for Delegate (who may but need not be an officer or director of the Club) and positions on the board and, after securing the consent of each person so nominated, shall immediately, but in no event later than November 24th of each Club year report their nominations to the Secretary in writing.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall, on or before December 1st of each Club year, notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made by any member prior to December 31st of each Club year, in writing to the Secretary, provided that 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 position (except for the position of Delegate).
- (d) Nominations shall not be made at the annual meeting or in any manner other than as provided in this Section 4 of ARTICLE VI.

ARTICLE VII Committees

SECTION 1. The board may each year appoint standing committees to advance the work of the Club in such matters as hunting tests, field trials, 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 successors to those persons whose services have been terminated.

ARTICLE VIII DISCIPLINE

SECTION 1. American Kennel Club Suspension. Any member who is suspended from the privileges of The American Kennel Club automatically shall automatically be suspended from the privileges of this 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. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of Ten Dollars and no Cents (\$10.00) 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 (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) 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 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 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 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 VIII. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty (60) days but not earlier than thirty (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 two-thirds (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 IX 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) 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.

SECTION 3 No amendment to the Constitution and Bylaws that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

**ARTICLE X
Dissolution**

SECTION 1. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. 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 XI
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)
Election of new members
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 XII
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.

CERTIFICATION

I certify that these Amended and Restated Constitution and Bylaws were adopted at a Regular meeting of the members held on the February 27, 1999, and were adopted in accordance with the provisions of Article IX hereof.

Secretary

Rev. 2/25/99