



TULSA RETRIEVER CLUB

Constitution and By-Laws

ARTICLE I
(NAME AND PURPOSE)

1) **Name:**

The name of the club shall be: Tulsa Retriever Club, Incorporated (hereinafter referred to as TRC). The mailing address shall be: P.O. Box 52031, Tulsa, Oklahoma 74152, unless otherwise changed by the Board of Directors.

2) **Purpose:**

The purpose for the TRC is to conduct AKC licensed and sanctioned Field Trials and Hunt Tests for retrievers under the rules and regulations of the American Kennel Club.

To provide a vehicle for any member to organize retriever-oriented social and educational events and seminars with the approval of the Board of Directors.

- 3) The TRC shall not be conducted or operated for profit, and no part of any profits from events or remainder or residue from dues or donations to the TRC shall be used to benefit any member or individual, except that reasonable compensation may be paid to individuals for services rendered to or for the TRC.
- 4) The members of the TRC shall adopt, and may from time to time revise these By-Laws as needed and required to carry out the purpose for which the TRC is formed.

ARTICLE II
(MEMBERSHIP)

1) **Number:**

Membership shall be unlimited in number.

2) **Eligibility:**

Membership is open to all persons 18 years of age and older who subscribe to the purpose and objectives of the TRC.

There shall be two (2) classes of membership open to all persons who subscribe to the purpose of the TRC:

- a) **Voting Member:** Includes any member which is in good standing with the AKC, is 18 years of age and older, has paid the annual club dues, and has worked three (3) full days at TRC AKC licensed field events each year. These members shall be entitled to vote, hold office, and will be recognized for their accomplishments in AKC retriever related events at the annual banquet.

- b) **Associate Member:** Entitled to all club privileges except voting and office holding. Offered to individuals who live outside the clubs area or those members who live in the clubs area but are not active.

3) **Membership Dues:**

Membership dues shall be set by the members, payable on or before the first day of January each year. New members joining subsequent to June 30th of each year shall be assessed an adjusted rate equal to two - thirds of the annual amount set by the membership for the remainder of the year. A notice that “dues are due” on January 1st will be included in the final newsletter of the preceding year. The Board of Directors may waive dues of any Associate Member, on a yearly basis, for the purpose of recognizing special services performed for the TRC by that individual. Members with such waived fees shall not have voting privileges.

4) **Voting:**

No members vote shall be counted in the annual election of officers whose dues are not paid for the year for which the officers are being elected. Each paid voting membership shall be entitled to one vote on each matter submitted to a vote of the membership.

5) **Default and Termination:**

Membership shall be terminated at such time as any member shall have been in default in the payment of dues for a period of two (2) months and one (1) day from the January 1st due date.

6) **Application for Membership:**

Application for membership shall be made in writing to the Secretary of the TRC on an informational form accompanied by the dues for the current year. Changes in name, address, etc., shall be submitted by the member to the Secretary so that proper records may be kept. The application shall be accompanied by the dues payment for the current year.

7) **Termination of Membership:**

Membership in the TRC may be terminated by resignation, by lapsing (as described in Article II, Section 5), or by expulsion (as described in Article IV, Section 6).

8) **Reinstatement:**

Upon written request signed by a former member and filed with the Secretary, the TRC may, upon affirmative vote by a majority of its members, reinstate such former member to membership upon such terms as the Board of Directors deem appropriate.

9) **Transfer of Membership:**

Membership in the TRC is not transferable or assignable.

ARTICLE III
(MEETINGS AND VOTING)

1) **Annual Meeting:**

An annual meeting of the members shall be held in January of each year for the purpose of inducting directors and officers, and for the transaction of such other business as may come before the meeting. All TRC members will receive notice of the date, time, and place of the said meeting in the final quarterly newsletter or by other written notice given at least two weeks prior to the date of the meeting.

2) **Meetings will be Determined by the Membership:**

Notice of meetings will be made in "The Duck Call" or by telephone in the case of special meetings.

Regular meetings of the club shall be held quarterly with the first meeting being the annual meeting in January within the greater Tulsa area at such an hour and place that 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 at least seven (7) voting members in good standing with at least four (4) board members present (see Article III, Section 4)

3) **Special Meetings:**

Special Meetings of the members may be called by the President, the Board of Directors, or not less than one-fourth (1/4) of the voting members, provided, that all members are notified in writing, or by email or telephone no less than five (5) days prior to the specified meeting.

4) **Quorum:**

The members present will constitute a quorum, provided there are at least seven (7) voting members in good standing present with at least four (4) board members present.

5) **Proxies:**

At any meeting of the members, a voting member may vote by proxy executed in writing by such member. In lieu of a written proxy, a proxy may be valid if the absent member notifies the President or Vice-President and the members who will vote his or her proxy.

6) **Board Meetings:**

An annual meeting of the Board of Directors of the TRC shall be held without notice other than in this section, immediately after, and at the same place, as the annual meeting of the general membership. The Board may provide, by resolution, the time and place for holding of additional meetings of the Board without notice other than this resolution.

7) **Special Board Meetings:**

Special meetings of the Board of Directors may be called at the request of the President or any two (2) Directors. The person or persons authorized to call a special meeting of the Board may fix any place for holding such meeting, provided that all Directors are notified in writing or by telephone or email no less than three (3) days prior to the specified meeting.

8) **Quorum for Board Meetings:**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any board meeting. The presiding officer will not vote except in the event of a tie vote. In the case of a tie vote, the presiding officer will cast the deciding vote.

9) **Board Meeting Participation:**

Any board member who has missed three consecutive board meetings without due cause, may be replaced at the discretion of the Board of Directors.

10) **Voting:**

Each voting member in good standing, whose dues are paid for the current year, shall be entitled to one vote at any meeting at which he or she is present; or by proxy, as specified in Article III, Section 5.

11) **Agenda:**

The order of business for all meetings of the TRC membership or Board of Directors shall be: Roll Call (sign-in sheet may be substituted), reading of minutes from the previous meeting, President's Report, Secretary's Report, Treasurer's Report, committee reports, old business, new business, adjournment, and program (when applicable).

**ARTICLE IV
(CONDUCT AND DISCIPLINE)**

1) **Rules and Conduct:**

All members are expected to subscribe to regulations set forth in these By-Laws and rules prescribed by a specific committee and approved by resolution of the Board of Directors. All members should know and understand the rules specified by the TRC with respect to conduct at field events.

2) **Discipline:**

Any member who willfully violates these By-Laws or any subsequent rules or regulations enacted by resolution of the Board of Directors or TRC membership; or who, by their actions, prove detrimental to the TRC, its members or purpose, shall be subject to suspension and/or expulsion.

3) **Charges:**

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the TRC. Written charges with specifications must be filed with the Secretary, together with a deposit of \$20.00 which shall be forfeited if such charges are not sustained by the Board of Directors following a hearing. The Secretary shall promptly send a copy of the charges to each board member, or present the charges within thirty (30) days or at the next scheduled Board meeting, whichever is earliest, and the Board shall first consider whether the allegations, if proven, might constitute conduct prejudicial to the best interest of TRC. If the Board considers that the charges do not allege conduct which is prejudicial to the best interest of the TRC, it may refuse to entertain jurisdiction. If the Board accepts jurisdiction of the charges, it shall fix a date for hearing by the Board not less than two (2) or more than four (4) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail, together with the notice of the hearing and assurance that the defending member may personally appear in his or her own defense and bring witnesses if he or she so wishes.

4) **Board Hearing:**

The Board shall have complete authority to decide whether any persons in addition to the complaining member, the defending member, and their witnesses may attend the hearing, and both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all of the evidence and testimony presented by both parties, the Board may, by a majority vote of those present suspend the defendant from all privileges of the TRC for not more than six (6) months from the date of the hearing, and if it deems suspension insufficient, it may also recommend to the membership of the TRC that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before the membership at the ensuing meeting which considers the Board's recommendation. Immediately upon the Board reaching its decision, its findings 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, and report the decision of the Board in the Secretary's Report section of "The Duck Call".

5) **Board Member as Complainant or Defendant:**

A Board Member preferring charges against a member, or against who charges are preferred, may not vote on the issues of accepting jurisdiction or suspension.

6) **Expulsion:**

Expulsion of a member from the TRC maybe accomplished only at a meeting of the TRC membership at which a quorum is present, following a Board hearing, and upon the Board's recommendation as provided in Section 4 of this article. Such proceedings may occur at a regular or special meeting of the TRC 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 defending member shall have the

privilege of appearing before the membership in his or her own behalf, and may present any evidence pertinent to the issue of his or her expulsion. The President shall read the charges, and the Board's findings and recommendations, and shall invite the defendant, if present, to speak on his or her own behalf if he or she wishes. The TRC membership will then vote by secret written ballot on the proposed expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE V
(DIRECTORS AND OFFICERS)

1) Board of Directors:

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, the immediate past President of the TRC, and two (2) additional members who shall be appointed by the President to fill the positions of Director of Field Events and Director of Land. All Directors shall be members in good standing of the TRC and all except the immediate past President and the three (3) directors appointed by the President shall be elected by the TRC membership as approved in Article VI. All Directors shall be either elected or appointed. General management and conduction of the affairs of the TRC shall be entrusted to, and conducted by, the Board of Directors.

2) Re-election of President:

In the event of the re-election of the current President as President for the next one year term, the member having served as Director for the past year as immediate past President shall also remain on the Board of Directors for the next one year term.

3) Change in the Number of Directors:

The number of Directors may be increased or decreased from time to time by amendment to the By-Laws of the TRC.

4) Officers:

The officers of the TRC shall consist of the President, Vice-President, Secretary, and Treasurer, and shall serve their respective capacities both with regard to the TRC and its meetings and the Board and its meetings. Duties of the officers are as follows:

- a) **President:** Shall be the principle executive officer of the TRC and shall supervise and control all of the business and affairs of the TRC. He or she shall preside at all meetings of the membership and Board of Directors. He or she may sign, with the Secretary or other approved officer, any instruments which the Board or TRC membership authorizes to be executed. The President is authorized to appoint committees to execute specific duties as required, and shall be an ex-officio member of

all committees established by these By-Laws or appointment: except, he or she shall not be a member of the Nominating Committee.

- b) **Vice-President:** Shall have the duties and exercise the powers of the President in the event of the President's death, absence, or incapacity. He or she shall be responsible for monitoring the activities of all committees, and shall perform such other duties as may from time to time be assigned by the President or the Board.
- c) **Secretary:** Shall keep the minutes of the meetings of the membership and the Board of Directors in one or more books provided for that purpose; shall insure that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; shall be a custodian of each member as provided to the Secretary by each member; and shall perform all other duties incident to the office of Secretary, and such other duties as may from time to time be assigned by the President or the Board.
- d) **Treasurer:** Shall have charge and custody of, and be responsible for all funds of the TRC; shall receive and give receipts for monies due, or be paid to the TRC; and deposit all such funds in the name of the TRC in a bank designated by the Board; and shall perform all the duties incident to the office of Treasurer, and such other duties as may from time to time be assigned by the President or the Board.

5) **Vacancies:**

Any vacancies occurring on the Board or among the officers during that year shall be filled until the next annual meeting in the following manner:

- a) **President:** Shall be filled automatically by the Vice-President. The resulting Vice-President vacancy shall be filled by a majority vote of the then members of the Board.
- b) **Vice-President, Secretary, Treasurer, or immediate Past President:** Shall be filled by a majority vote of all the then members of the Board.
- c) **Directors appointed by the President:** Shall be filled appointment by the President.

ARTICLE VI
(NOMINATIONS AND ELECTIONS)

1) **Nominating Committee:**

On or before October 10th of each year, the President shall select a Nominating Committee Chairman, who shall select a committee of three (3) additional TRC members in good standing, not more than one of whom may be a member of the

Board of Directors, and excluding the President who may not serve on such committee. The Nominating Committee is charged with the following duty:

The committee shall nominate two or more candidates for each elective office, and after the securing the consent of each person so nominated, shall report their nominations to the Secretary on or before November 1st, and the nominations shall be published in "The Duck Call" prior to the election.

2) Additional Nominations:

Additional nominations may be made at the regular monthly November meeting of the TRC by any member in good standing in attendance, provided, that the person to be nominated does not decline when his or her name is placed in nomination, and provided further, that if the proposed candidate is not in attendance at this meeting, his or her nominator shall present to the Secretary a written statement from the proposed candidate signifying his or her willingness to be a candidate. No person may be a candidate for more than one office.

3) Election Procedure:

A ballot validated with the club Secretary's signature will be issued to each TRC member in good standing. Ballots will be delivered by mail by December 15th to each member at which time the members will be requested to complete and register their ballot with the Nominating Committee Chairman no later than 6:00 p.m. on January 14th. Within three days thereafter, the Nominating Committee Chairman shall meet with the Secretary for the purpose of determining the members in good standing whose votes are eligible to be counted, and for the purpose of opening and counting the ballots. No person may hold office or have his or her vote counted unless he or she is a member in good standing with dues paid for the year for which the ballots were cast, at the time of counting the ballots.

4) Candidates Elected:

The nominated candidates for each office receiving the greatest number of votes shall be declared elected, and the elected officers shall be immediately notified. Announcement of the results of the election to the membership of the TRC may be made at the annual meeting in January, or prior thereto at the discretion of the Nominating Committee. In the event of a tie vote for any office, election to that office shall be decided by the flip of a coin conducted by the Nominating Committee Chairman in the presence of the candidates who received the equal number of votes, as soon after the counting of the ballots as the candidates can meet with the Chairman.

5) Induction of Officers:

Elected officers shall be inducted at the close of any discussion of "Old Business" at the annual membership meeting in January.

**ARTICLE VII
(FISCAL AND OFFICIAL YEAR)**

1) **Fiscal Year:**

The TRC's fiscal year shall begin on the first day of January and end on the last day of December each year. The TRC's official year shall begin immediately at the induction of officers at the annual membership meeting in January and shall continue until the induction of officers at the next annual membership meeting.

**ARTICLE VIII
(COMMITTEES)**

1) **Committees:**

The President or TRC membership, by resolution adopted by a majority of a quorum at any regular meeting, may designate and appoint one or more committees which shall be recognized as a permanent committee or a temporary committee. The committee members shall be composed of TRC members in good standing who volunteer their time and services to said committee. They shall have and exercise the authority of the Board of Directors in the management of the committee, except that such committee shall not have the authority to amend or repeal the By-Laws or Constitution, sign any instruments without knowledge and consent of the President or Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed upon it or them by law.

2) **Term of Office:**

Each member of a committee shall continue as such until the next annual meeting of the members of the TRC and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to be a member in good standing.

3) **Chairman:**

One member of each committee shall be designated as chairman who has missed three consecutive regular membership meetings or two consecutive committee meetings, without due cause, may be replaced at the discretion of the committee and the person or persons who appointed the individual as chairman.

4) **Vacancies:**

Vacancies in the membership of any committee may be filled by appointments in the same manner as provided in the case of the original appointments.

5) **Quorum:**

Unless otherwise provided at the time of formation of any committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

6) **Rules:**

Each committee may adopt rules for its own government consistent with these By-Laws.

ARTICLE IX
(CONTRACTS, CHECKS, DEPOSITS, AND FUNDS)

1) **Contracts:**

The Board of Directors may authorize any officer or officers, agent or agents of the TRC, in addition to officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the TRC, and such authority may be general or confined to specific instances.

2) **Checks, Drafts, etc.:**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the TRC shall be signed by such officer or officers, agent or agents of the TRC and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer, and in the event that the payment is in excess of \$499.00, the President or Vice President.

3) **Deposits:**

All funds of the TRC shall be deposited from time to time to the credit of the TRC in a bank or depository as the Board of Directors may select.

4) **Gifts:**

The Board of Directors may accept on behalf of the TRC any contribution, gift, bequest, or devise for the general purpose of or for any special purpose of the TRC.

ARTICLE X
(INSURANCE)

1) **Insurance:**

The TRC will carry a limited liability policy for a minimum of one million dollars (\$1,000,000.00) of coverage for bodily and property damage. Any claim of liability from one TRC member or members to another member or members does

not constitute a claim against the general membership of the TRC or its officers or directors. Property insurance will also be carried as deemed necessary. Worker's Compensation Insurance will be carried in order to satisfy the requirements of the laws of the State of Oklahoma.

ARTICLE XI
(BOOKS AND RECORDS)

1) Books and Records:

The TRC shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep, in the possession of the Secretary, a record giving the names and addresses of members entitled to vote. All books and records of the TRC may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE XII
(AMENDMENTS TO BY-LAWS AND CONSTITUTION)

1) Amendments:

The Constitution and By-Laws may be altered, amended, or repealed and a new Constitution and By-Laws may be adopted. Amendments may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted for a vote within two months of the date when the petition was received by the Secretary.

2) Amendments by Vote:

The Constitution and By-Laws may be amended by two-thirds (2/3) of the members in good standing at any regular meeting, provided the proposed revisions have been included in the notice of the meeting, and a quorum is present.

ARTICLE XIII
(DISSOLUTION)

1) Dissolution:

The TRC may be dissolved at any time by the written consent of not less than three-fourths (3/4) of the members. In the event of dissolution of the TRC, other than for the purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the TRC nor any or the proceeds thereof nor any assets of the TRC shall be distributed to any members of the TRC. After

payment of the debts of the TRC, its property and assets shall be given to a charitable organization(s) voted on by the TRC membership.

