



NODROG GORDON SETTER CLUB OF MICHIGAN, INC.

Constitution and By-Laws

Amended September 1984, August 1995, December 2005, May 2012

Article I Name and Object

Section 1. The name of the Club shall be NODROG GORDON SETTER CLUB OF MICHIGAN, INC.

The Club is incorporated as a non-profit organization under the statutes of the State of Michigan and is tax exempt under Section 501(C)(4) of the Internal Revenue Code.

Section 2 The object of the Club shall be to:

- a) Encourage and promote the quality in breeding of pure-bred Gordon Setters and to do all possible to bring their natural qualities to perfection;
- b) Urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Gordon Setters shall be judged;
- c) Do all in its power to protect and advance the interest of pure-bred Gordon Setters and to encourage sportsmanlike competition at-competitive events, including, but not limited to dog shows, obedience trials, agility trials, hunt tests and field trials.
- d) Conduct sanctioned matches, specialty shows, obedience trials, agility trials, hunt tests and field trials under the Rules and Regulations of the American Kennel Club.

Section 3 The Club shall not be conducted or operated for profit and no part of any profits shall inure or benefit 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 these objects.

Section 5 The following definitions are applicable to this document:

- Member in Good Standing – An individual who is not suspended by the American Kennel Club or the Nodrog Gordon Setter Club of Michigan, Inc. and whose dues are current.
- Quorum – 20% of the members in good standing or more than 50% of the Board, unless specified otherwise in this document.
- Notices – All club notices must be sent either via the US Postal Service or e-mail in accordance with current AKC Policy and as outlined in these by-laws in Article XI.
- Reprimand – A written warning to a member after charges have been filed in accordance with these bylaws, and it is determined that the member's conduct was not severe enough to warrant a suspension or a recommendation for expulsion.

By-Laws

Article II Membership

Section 1 Eligibility. There shall be four types of membership:

1) **Individual** membership -open to all adult persons eighteen years of age and older, who are in good standing with the American Kennel Club, and interested in pure-bred Gordon Setters. Individual members have full voting rights and privileges.

2) **Household membership** – Two (2) adult members residing in the same household, who are in good standing with the American Kennel Club, and interested in pure-bred Gordon Setters. Each is eligible to vote and hold office.

2) Associate/Newsletter membership – An associate membership is available to those individuals who live outside the club's immediate area or those within the area who are no longer active in the club. This membership is open to all persons eighteen years of age and older, who are in good standing with the American Kennel Club, and have an interest in pure-bred Gordon Setters. Associate members may **not** vote or hold office.

3) Junior membership - open to all persons seventeen years and younger, all of whom subscribe to the purposes of this club. Junior members may not vote nor hold office.

Section 2 Membership is to be unrestricted as to residence. The Club's primary purpose is to be representative of the breeders and exhibitors located within the State of Michigan and those persons located in Northwest Ohio, Northern Indiana and the Southwest portion of the Province of Ontario, Canada.

Section 3 **Dues.**
Membership dues shall be not less than \$20.00, but not to exceed \$75.00 per year, payable on or before the 1st day of January each year. Dues for junior members shall be one-half the current adult rate for single membership.

The Membership year shall be the same as the Club's fiscal year, which is outlined in Article V, Section 1. Dues are payable on or before January 1st. The dues renewal period shall be from October 1 to January 1. Renewals not received by January 31st will be deemed lapsed.

The Membership Chair will notify the membership of the dues renewal period. Dues reminders shall be sent no later than October 1st for the next membership year.

Dues received from new applicants after September 1st will be considered paid in full for the next membership year.

Dues will be collected by the Treasurer, who will periodically report to the Membership Chair those members whose dues have been paid or lapsed.

No member may vote whose dues are not paid for the current year.

Election to Membership.

Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by this constitution and by laws and the rules of the American Kennel Club. The application shall state the name and address of the applicant and it shall carry the endorsement of two (2) 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 Membership Chair.

Each application is to be published in the club's newsletter for review and comment by the membership. If no concerns are presented within 30 days of publication, the applicant will be automatically accepted into membership.

Objections to a proposed membership must be presented to the Board in writing within thirty days of publication. The applicant will be notified by the Secretary in writing that an objection has been received for their membership. The applicant shall be given an opportunity to defend the claim and the membership may vote by secret ballot to accept or reject the applicant's proposed application upon review of the applicant's response. A favorable vote of 2/3rds of the members present and voting by secret ballot shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

Section 4 **Code of Ethics**

The Club subscribes to a Code of Ethics with respect to the treatment and promotion of pure-bred Gordon Setters. A copy of the Code of Ethics will be provided to each person applying for

membership. Each applicant will be required to acknowledge that they have read and agree to abide by the Club's Code of Ethics and the Rules and Regulations of the American Kennel Club.

Any member who is accused of violating the Code of Ethics will be given an opportunity to address any allegations made against them following the process for Discipline outlined in Article VII, Section 2.

Section 5 *Termination of Membership.*

Memberships may be terminated by:

a) 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.

Debts due and payable shall be rendered to the treasurer before a resignation will be accepted by the Board.

b) Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however the Board may grant an additional 30 days of grace to such delinquent members on a case-by-case basis. 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) Expulsion. A membership may be terminated by expulsion as provided in Article VII of these by-laws.

Section 6 Membership activities will be overseen by a Membership Chair, as appointed by the Board in Article VI of these By-Laws.

Article III Meetings and Voting

Section 1 *Club Meetings.*

Meetings of the Club may be held at such hour and place as may be designated by the Board of Directors. The meeting location will be centrally located to a majority of the members to provide for the greatest opportunity for attendance. Additional locations will be considered to provide an opportunity for all members to attend.

General membership meetings will be held at least quarterly or more often if determined by the Board that a meeting is warranted. Notice of each such meeting shall be communicated to the membership by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent 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, as follows:

- The meeting shall be called by the Secretary upon receipt and verification of a petition signed by five members of the Club who are in good standing.
- Such special meetings shall be held in any location at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings.
- Notice of such a meeting shall be communicated to the membership by the Secretary at least 10 days and not more than 15 days prior to the date of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing

Section 3 *Board Meetings.*

At the Board's discretion, Board Meetings will be held in conjunction with the general membership meeting. Notice of each such meeting shall be communicated to the Board by the Secretary at least 10 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board voting in person, by mail, email, telephone or other conferencing technology.

The first meeting of the year will be designated as a planning meeting for the purposes of setting the agenda for the coming year.

Section 4 *Special Board Meetings.*

Special meetings of the Board may be called by the President, as follows:

- Upon receipt of a written request by the Secretary and signed by at least three members of the Board.
- Such special meetings shall be held at such place, date, and hour as may be designated by the person authorized herein to call such a meeting.
- Notice of such meeting shall be communicated by the Secretary at least 10 days and not more than 15 days prior to the date of the meeting and no other business shall be transacted thereat. A 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 vote at any meeting of the Club at which he is present. Absentee ballots and 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 and five other persons all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article V and shall serve until their successors are elected. General management of the clubs affairs shall be entrusted to the Board of Directors.

In addition to the officers and five board members, the Immediate Past President may remain on the board in an advisory capacity for a period of one year following their term in office.

Any member of the Board of Directors must not be absent from more than three Board meetings in a calendar year. Absences without just cause may result in a recommendation for removal from office.

Upon issuing a recommendation for removal, the Secretary shall notify said Board member in writing that they have relinquished their position on the Board. The Board member will have 30 days to appeal the termination.

Any records or property belonging to the Club will be surrendered to the Board of Directors promptly and without question.

Section 2 *Officers*

The Club's officers, consisting of the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- 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 by-laws.
- The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- 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, including E-mail correspondence as outlined in Article XI.
- 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.

- An audit of the club's financial records will be conducted by a person licensed by the state of Michigan to perform such audits and who is familiar with non-profit organizations. The audit will be conducted at each change of treasurer for the fiscal year then ending. An audit will be conducted at least every other year when the treasurer's term exceeds more than two complete terms.
- One member of the Board will be designated a signor on the club's bank account and will be authorized by the Board to carry out the fiscal responsibilities of the treasurer, in the event of the treasurer's absence or incapacity. In the event a Board member is unable to, or not qualified to serve as treasurer, the Board may appoint a non- Board/officer member who has the experience and capability to carry out the responsibilities.
- At the end of each fiscal year, the Treasurer shall prepare a budget for the next fiscal year that will outline the expected revenues and expenses for that year. The budget will be approved by a majority of the board.
- The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised by the officers and six other persons.
- The office of Secretary may be further divided, as deemed necessary by the Board, to facilitate the operations of the club. Responsibilities should be divided as Recording Secretary and Corresponding Secretary.

Section 3 *Vacancies.*

Any vacancies occurring on the Board or among the officers 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 a vacancy, or at a Special Board Meeting called for that purpose; except that a vacancy in the office of the 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 V The Club Year, Annual Meeting, Elections

Section 1 *Club Year.*

The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club's official year shall coincide with the fiscal year and shall begin on the 1st day of January and end on the 31st day of December.

Section 2 *Annual Meeting.*

The annual meeting shall be held in the month of November at which Officers and Directors for the ensuing year shall be elected by a majority of those members present, from among those nominated in accordance with Section 4 of this Article. They shall take office effective on the 1st day of January of the succeeding year and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within 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 five nominated candidates for the other positions on the Board who received the greatest number of votes for such positions shall be declared elected.

Concerns regarding the annual election should be brought forth prior to the cast of ballots. Concerns presented after the vote has been taken and verified by the Secretary will not be considered.

Section 4 *Nominations.*

No person may be a candidate in a Club election who has not been nominated. During the month of July, the Board shall select a Nominating Committee consisting of the Vice President as chairperson and two members who are not board members.

The Nominating Committee Chairperson shall immediately notify the committeemen of their

selection and it shall be his or her duty to call a committee meeting, which shall be held on or before September 1st.

In the event one of the committee members is unable to complete the assignment, the President will appoint a replacement.

The Nominating Committee shall also make inquiries of the standing committee chairpersons to determine their interest in serving during the coming year. The committee will notify the Board of their findings so that appropriate action can be taken to fill any resulting vacancies.

The Committee shall nominate one candidate for each office and five candidates for the five other positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.

Of the five Board positions, one seat will be reserved for the outgoing president. If the current president serves multiple terms, this requirement may be waived by the Board so long as there is at least one Board member or Officer experienced in the affairs of the club remaining on the Board in the coming year.

Upon receipt of the Nominating Committee's report, the Secretary shall before September 15 notify each member in writing of the candidates so nominated.

Additional nominations may be made at the October meeting by any member in attendance provided that the person so nominated accepts when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his or her proposer 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 position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.

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

In the event an individual selected by the nominating committee resigns prior to the election, the Committee may reconvene to seek additional nominees only if the Committee's report has not been mailed by the Secretary to the members.

In the case of the nominating committee's slate or election ballots being mailed late, the due date for return for additional nominations or the election ballots will be extended by the same number of days.

Article VI
Section 1

Committees

The Board may each year appoint standing committees to advance the work of the Club in such matters as shows, obedience trials, field trials, trophies, annual awards, membership and other activities which may well be served by committees. Only voting members may be appointed to Committees.

Such committees are subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

All events held under American Kennel Club rules must be chaired by the Committee Chair or other Club Member, as appointed by the Board.

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.

Section 3

The appointment of standing committees will be made official in November after certification of the annual election results and with the approval of the incoming president. They shall take office effective on the 1st day of January of the succeeding year and each retiring committee chair shall

turn over to his or her successor all properties and records relating to that committee within 30 days after the election.

Article VII Discipline

Section 1 *American Kennel Club Suspension*

Any member who is suspended from any/all privileges of The American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

Section 2 *Charges*

Any member may present charges to the Board against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with documentation to support the allegations must be filed in duplicate with the Secretary, together with a signed and dated cover letter and a deposit of \$25.00. The deposit 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 or the breed.

The Board has the right to refuse jurisdiction of charges which, in their opinion, may not be prejudicial to the best interests of the club or breed. 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 note of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he or she wishes.

Section 3 *Board Hearing.*

The Board shall have complete authority to decide whether counsel for either party may attend the hearing, but both complainant and defendant shall be given equal opportunity in that regard.

If, after hearing all the evidence and testimony presented by the complainant and defendant, the charges are upheld, the Board may, by a majority vote of those present, recommend to reprimand or suspend the defendant from any/all privileges of the Club.

Immediately after the Board had reached a decision, its findings shall be put in writing and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's and /or Membership's decision and penalty, if any.

Section 4 *Suspension*

The Board may determine the effective date of a suspension in one of two ways:

- A suspension may run concurrently with the term of any AKC suspension, or
- A suspension may begin when the Club's Board of Directors is notified of the alleged misconduct.

Suspensions shall be for a period not to exceed six months, as deemed appropriate by the Board. If the Board deems the punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Recommendations for expulsion will be presented at the next General Membership meeting, in accordance with Section 4 of this Article.

Section 5 *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 proceedings 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. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A

majority 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 Amendments

Section 1 Amendments to the constitution and by-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary outlining the proposed change(s) and justification for the change. Petitions for amendments should be signed by not less than 20 percent 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 months of the date when the petition was received by the Secretary.

The membership will have 30 days to review and comment upon any proposed amendments. Additionally, the proposed amendment(s) will be published in the newsletter at least once.

Following the review and comment period, the Board may make recommendations and/or propose an alternate amendment to be voted on, in addition to the petitioned amendment. Under no circumstances can a vote on a proposed amendment be cancelled.

Section 2 The constitution and by-laws may be amended by a 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 communicated to each member at least 15 days prior to the date of the meeting.

Section 3 At the discretion of the Board of Directors, a special committee to oversee applicable revisions and amendments to the constitution and by-laws may be appointed, in accordance with Article VI of these By-Laws.

The committee will draft any proposed changes for presentation to the Board for their approval and any additional revisions. Upon approval of the Board, the revised constitution and by-laws may be amended, per Section 2, above.

Article IX Dissolution

Section 1 The Club may be dissolved at any time by the written consent of not less than 20% of the members. In the event of the dissolution of the Club whether voluntary or involuntary or by operation of law, other than for purposes of reorganization, 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 X Correspondence

Section 1 The Club may communicate and conduct business to, for and on behalf of the membership by written notice via the US Postal Service, newsletters, websites or other means as determined by the Board to be an acceptable method of communication.

Section 2 The Club may send members notification of club activities including, but not limited to, membership meetings, dues notices, minutes and newsletters, and board members notification of board meetings via email, provided that:

The member or board member has signed an authorization agreeing to this method of communication. This authorization will be included on the annual dues renewal form and will release the club from any liability should notification be received late or not received by the member or board member due to circumstances beyond the club's control.

The member retains the right to revoke this authorization at any time upon written notice to the membership chair.

Section 3 The Board, at its discretion, may conduct business via email when time and circumstances require immediate action in order to progress the business of the Club.

The Secretary shall retain copies of all correspondence and Board approvals obtained electronically. The information shall be presented at the next meeting as part of the Secretary's report and included in the meeting minutes as part of the official record.

Section 4 The Board, at its discretion, may hold Board meetings via teleconference or videoconference when time and circumstances required immediate action in order to progress the business of the Club.

The Secretary shall record the minutes into the permanent records of the club, and will be subject to approval at the next meeting.

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 (if taken up at an annual meeting)
- 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