

Whistling Wings

CLUB NAME

CONSTITUTION

AND

BY-LAWS



AFFILIATED WITH
UNITED KENNEL CLUB, INC

"Conceived by Hunters for Hunters"
AN INTERNATIONAL ORGANIZATION

CONSTITUTION AND BY-LAWS OF THE

HUNTING RETRIEVER CLUB, INC.

DATE

PREAMBLE

The Breeders and Fanciers of Hunting Retrievers have organized themselves as the Hunting Retriever Club, Inc. and are affiliated with the United Kennel Club, Inc. and the Hunting Retriever Club, Inc. for the express purpose of advancing the principles of the Hunting Retriever Club, Inc., and the United Kennel Club, Inc. We will work collectively toward the betterment of Hunting Retrievers as a whole and influence the breeding and training of better Hunting Retrievers. Further, it is the purpose of this Club to support and protect our inherent rights to own and bear arms, to hunt, and promote complimentary conservation and management of game birds and wildlife species commonly pursued by the members of the Hunting Retriever Club, Inc.

ARTICLE I: NAME

The name of the Club shall be the Whistling Wings Hunting Retriever Club Inc., hereinafter referred to as the "Club", and the home office shall be the residence of the President.

The Club shall not be conducted nor operated for profit, and no part of any dues, donations or other receipts, whether in the form of funds or merchandise, the remainder of, or the residue from them, shall inure to the benefit of any member or individual.

ARTICLE II: OBJECTIVES

To create a closer relationship and encourage Cooperation-operation between breeders, owners, and fanciers of the Hunting Retriever by improving the breed beneficial to all concerned, in accordance with the Hunting Tests set forth by the Hunting Retriever Club, Inc. and the United Kennel Club, Inc.

ARTICLE III: MEMBERSHIP

Any breeder, owner and/or fancier of Hunting Retrievers regardless of sex, race, creed or color shall be eligible for membership in said organization.

Upon the written and signed recommendation of a member, seconded by another and by a three-fourths favorable vote by secret ballot at the annual General Membership meeting, Life membership can be conferred upon an adult member of the Club who has rendered notable and outstanding service to the Club. A Life member shall be entitled to all privileges of membership in the organization without paying annual dues.

ARTICLE IV: DUES

The annual membership fee shall be due and payable January first of each year and shall be \$ _____ per Individual membership or \$ _____ per family membership.

The Club is the collecting agent of Hunting Retriever Club, Inc. dues for remittance to the United Kennel Club, Inc. All persons joining a member club are obligated to join the Hunting Retriever Club, Inc. The current amount of those dues for US citizens is \$20 per individual membership or \$25 per family. The current amount of those dues for foreign members is \$25 per individual membership or \$30 per family. These dues shall be collected and remitted in the future as required by the Hunting Retriever Club, Inc.

Any member of the Club, who has not paid their dues by February 1st, becomes delinquent and will be dropped from the membership roll until membership is renewed by full remittance of delinquent charges.

ARTICLE V. EXPULSION OF MEMBERS

Any member of the Club may be expelled for conduct by word, deed, or act, detrimental to said Club, by a majority of the Board of Directors voting by secret ballot. Written notice of this action must be sent to the expelled member within five days thereof.

Any member of the Club so expelled shall have the right to appeal to the membership for reinstatement. The said appeal shall be filed in writing, with the Secretary of the Club, within seven calendar days after said expulsion. The appeal for reinstatement shall be acted upon at the next General Membership meeting. Reinstatement shall be granted upon a two-thirds majority favorable vote of the members present at the meeting, providing there is a quorum as required in Article VIII SECTION A. Voting on said appeal to be by secret ballot.

ARTICLE VI. DIRECTORS AND OFFICERS

The Board of Directors shall be comprised of but is not limited to the President, Vice-President, Secretary, and Treasurer, all of whom shall be voting members. They must be members in good standing with HRC and UKC and shall be elected for two year terms at the Club's annual meeting as provided in Article VII. The immediate Past President shall automatically become a fully privileged, voting member of the Board of Directors, upon expiration of the term of office. General management of the Club's affairs shall be entrusted to the Board of Directors.

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

No member shall hold more than one office at a time other than Secretary/Treasurer if necessary, and no member shall be eligible to serve more than two consecutive terms in the same office.

No member shall be eligible for nomination as an officer of the Club until they have been a member of HRC, Inc. and the Club at least one year. This restriction may be waived if the member is transferring from another U.K.C. affiliated club. (Waived for the organizational officers)

The President of each Hunting Retriever Associated Club will be considered a Director of the Hunting Retriever Club, Inc. provided the membership dues to Hunting Retriever Club, Inc. have been paid.

ARTICLE VII: THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

The Club's official year shall begin at the conclusion of the annual meeting and shall continue through the next annual meeting.

The annual meeting shall be held in the month of January, and bi-annually, officers and directors for the ensuing two years shall be elected from among those nominated. They shall take office immediately upon the conclusion of the meeting. All retiring officers shall turn over to their successor all properties and records relating to that office within the seven days immediately following the election. Notice of the new slate of officers must be provided to the HRC Secretary and UKC within 10 working days after the election.

Not less than 120 days preceding the day on which an election will be held, the Board shall elect a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Committee shall immediately notify the nominees and alternates of their selection. The Board shall name a person to chair the committee, and it shall be his or her duty to call a committee meeting, which shall be held within 45 days.

(a) The committee shall nominate one candidate for each office and after securing the consent of the nominees, report their nominations to the Secretary in writing. In no case shall this notification be less than 60 days prior to the annual meeting date.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least 30 days prior to the annual meeting, notify each Club member in writing of the candidates nominated.

(c) Additional nominations may be made at the annual meeting by any member in good standing, provided that the person(s) 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, 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.

(d) The candidate receiving the greatest number of votes for each office shall be declared elected.

Each member not delinquent per Article IV, SECTION A, shall be entitled to one vote at any meeting of the Club at which they are present. Family memberships are limited to two votes. Proxy and/or absentee ballot voting will not be permitted at any Club meeting, Board meeting, or election.

ARTICLE VIII: MEETINGS

The meetings of the Club shall be held at such hour and place as may be designated by the Board of Directors. Written notice of such meetings shall be mailed by the Secretary at least seven days prior to the date of the meeting. The quorum for such meetings shall be thirty percent of the members in good standing.

Special Club meetings may be called by the President, or, by majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, and shall also be called by the Secretary upon receipt of a petition signed by ten members of the Club who are in good standing. Written notice must be made at least five days prior to the meeting, and said notice shall state the purpose of the meeting and no other club business may be transacted.

Meetings of the Board of Directors shall be held at such hour and place as may be designated by the Board. Written notice of each such meeting shall be given by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

Special meetings of the Board may be called by the President, and shall also be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Written notice of such meeting shall be mailed by the Secretary at least five 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. The following order of business shall prevail at meetings of this Hunting Retriever Club, Inc.

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| 1. Call to Order | 6. Old Business |
| 2. Roll Call of Officers and Directors | <u>7. New Business</u> |
| 3. Reading and Approval of the Minutes | 8. Introduction of New Officers (if applicable) |
| 4. Report of Committees | 9. Presentation of Special Awards (if applicable) |
| 5. Report of Officers | 10. Adjournment |

ARTICLE IX: COMMITTEES

An Auditing Committee of three members shall be appointed by the President thirty days prior to the annual meeting each year. It shall be the duty of the Auditing Committee to audit the Treasurers accounts and to report at the annual meeting.

Other committees standing or special shall be appointed by the President, as the Club or Board of Directors shall from time to time deem necessary, to carry on the work of the Club.

ARTICLE X: AFFILIATION

The Club shall be affiliated with the United Kennel Club, Inc. and the Hunting Retriever Club, Inc. It is understood and agreed, that this Hunting Retriever Club will not hold any events of any other Association or group on consecutive dates with an HRC/UKC event. All Hunting Retriever Club, Inc. and United Kennel Club, Inc. rules and policies will be followed at all United Kennel Club licensed hunts sponsored by this Club.

ARTICLE XI: DUTY OF OFFICERS AND DIRECTORS

PRESIDENT

The President serves as the presiding officer and spokesman of the Club. He/she shall preside over all meetings of the membership and the Board of Directors. As executive and managerial head of the Club, he/she shall be responsible for the preservation and maintenance of the highest principles of the Club. He shall have authority to appoint any and all committees as he may deem necessary to carry out the business and interests of the Club. He/she shall serve as an ex-officio member of all committees except the Nominating Committee. As an ex-officio member of committees, the President has the same rights as the other committee members, but is not obligated to attend meetings of the committees.

The incumbent serves as administrative head of the Club and acts under the immediate direction of the Board of Directors or Assembly. The President is responsible for the day to day administration of the Club between Board of Directors or General Membership meetings. Where practical, he shall seek out input from the Directors and other officers before making major decisions between meetings.

VICE-PRESIDENT

The Vice-President assists the President in directing, Cooperation-coordinating and controlling activities of the Club. The President and Vice-President shall work closely together endeavoring to keep the lines of communication open to insure the Vice-President is kept well informed. The Vice-President shall serve in an advisory capacity to the President on issues needing consultation. The Vice-President succeeds to the presidential office on the absence, resignation, removal, death or disability of the President. The Vice-President is charged with the following responsibilities:

- (a) Coordinate all benefit and other special events sponsored by the Club.
- (b) Chair the Annual Meeting Location Committee.
- (c) Assist in other responsibilities as requested by the President.

SECRETARY

The duties of the Secretary are:

- (a) To keep a record of all the proceedings of the organization, usually called the minutes.
- (b) To keep the Clubs official membership roll including complete name, address, and phone number.
- (c) To make minutes and records available to members upon request.
- (d) To be the receiver and distributor of all Club mailings and to notify members of meetings.
- (e) To maintain an adequate supply of forms and notices, all of which shall be furnished by the Club.
- (f) To maintain record book(s) in which minutes are recorded with any amendments to these documents properly recorded, and to have the current record books on hand at every meeting.
- (g) To preside in the absence of the President and Vice-President at all meetings of the Club with the same power vested in the President.

TREASURER

The incumbent shall collect and hold all funds belonging to the Club. He/she shall deposit same in a bank approved by the Board of Directors and disburse them as bills are approved for payment. All drafts on Club funds, exceeding one hundred dollars, will be countersigned by the President and approved by the Board of Directors. The treasurer is required to keep current, as nearly as possible, a balance of Club funds at all times. These records will be audited prior to the Annual General Membership meeting by an appointed Auditing Committee. Additional interim reports will be made as needed.

The Treasurer must be bonded for a sum sufficient to protect the Club from loss. The bond shall be the amount of the projected receipts annually. The bond will be paid for by the Club.

During the month of November, it shall be the responsibility of the Treasurer to notify the members in writing that dues for the coming year are due.

VACANCIES

Any vacancies occurring on the Board or among the offices during the year shall be filled until the next bi-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 the Vice-President shall be filled by the Board.

ARTICLE XII: AMENDMENTS

Amendments to the Constitution and Bylaws 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 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 the petition was received by the Secretary.

Further, the Constitution and Bylaws may be amended (with the exception of Article X) by a favorable vote of two-thirds of the membership present, and voting, at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting, and there is a quorum present as provided in Article VIII. Notice of any change made to this Constitution or By-Laws must be provided to the HRC and UKC for approval.

ARTICLE XIII: DISSOLUTION

The Club may be dissolved by written consent of no less than two-thirds of the members in good standing. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntarily, involuntarily, or by operation of law, after payment of the debts of the club, its property and assets shall be given to a charitable organization for the benefit of Hunting Retrievers as shall be selected by the Board of Directors.

ARTICLE XIV: PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall be accepted as a basis of Parliamentary procedure in meetings of the Club and it's Board of Directors

President: Robert T. W. Feltly Robert W. Feltly
Name Signature

Date: 1/31/99 HRC Membership # 8614

Vice President: Robert Mearns
Name Signature

Date: _____ HRC Membership # _____

Secretary: _____
Name Signature

Date: _____ HRC Membership # _____

Treasurer: _____
Name Signature

Date: _____ HRC Membership # _____