

MIDWEST WATERWAYS FLAT-COATED RETRIEVER CLUB
CONSTITUTION AND BYLAWS, revised September, 2004

CONSTITUTION

ARTICLE I. NAMES AND OFFICES

SECTION 1. The name of this club shall be the MIDWEST WATERWAYS FLAT-COATED RETRIEVER CLUB, INC, a Michigan Non-Profit Corporation, hereafter referred to as 'the Club'.

SECTION 2 OFFICES

a) Principle Office. The principal office of the corporation shall be at such place within the state of Michigan as the board of directors may determine from time to time.

SECTION 3. The objects of this club shall be:

- a.) to encourage and promote the breeding of pure-bred Flat-Coated Retrievers and to do all possible to develop and promote their natural abilities and qualities;
- b.) to 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 Flat-Coated Retrievers shall be judged;
- c.) to do all in its power to protect and advance the interest of the breed by encouraging sportsmanlike competition at dog shows, field trials, hunting retriever tests, obedience trials, tracking tests, agility trials and WC/WCX tests;
- d.) To conduct matches, specialty shows, field trials, agility trials, hunting retriever tests, WC/WCX tests, obedience trials, and tracking tests under the rules of the American Kennel Club.

SECTION 4. 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 accrue to the benefit of any member or individual.

SECTION 5. 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.

BYLAWS

ARTICLE I. MEMBERSHIP

SECTION 1. ELIGIBILITY. There shall be two types of membership, individual and household. Memberships are open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. Household membership may include all adults and/or children residing at the same address. All household members' names shall appear on the membership application. Memberships that include more than one household member shall be limited to one vote. Households that wish to have more than one voting member must apply for individual memberships. No person under eighteen years of age may serve as a committee chairman or as a Board Member due to the legalities associated with the signing of legal documents.

a.) While the Club welcomes all prospective members who are interested in Flat-Coated Retrievers, most Club events will occur in Indiana, Michigan and Ohio. Participation and memberships from other states are encouraged.

SECTION 2. DUES. Membership dues shall be \$15.00 per individual and \$25.00 per household payable on or before January 1st (for the membership year January 1 to December 31). No member may vote whose dues are not paid for the current year. In the month of October, the Membership Secretary shall send a dues notification to **all** members for the ensuing year. In the first week of January, the Membership Secretary

shall send a statement of dues for the ensuing year to those members who have not paid their dues.

SECTION 3. ELECTION TO MEMBERSHIP. Each new applicant shall apply on a form which shall provide for the applicant's signature following the statement " I / WE agree to abide by the Constitution and Bylaws of the Midwest Waterways Flat-Coated Retriever Club and the rules and regulations of the American Kennel Club, and I/WE are in good standing with the American Kennel Club." Election to membership shall be automatic upon submission of the completed form, with membership dues for 1 year, to the Membership Secretary.

SECTION 4. MEMBERSHIP STATUS. A member in debt to the Club for a period of over thirty days shall be considered a member not in good standing and all privileges will be withheld. To restore membership in good standing, all debts including any related expenses incurred by the club are to be paid in full.

SECTION 5. TERMINATION OF MEMBERSHIP. Membership 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.
- b.) *By lapsing*. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of each fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent member in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- c.) *By expulsion*. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II. MEETINGS AND VOTING

SECTION 1. SPECIAL CLUB MEETINGS. Special Club meetings may be called by a majority vote of the members of the Board and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held at such hour and place as may be designated by the person or persons authorized herein to call such a meeting. Written notice of such meetings shall be mailed by the Secretary at least 14 days and not more than 21 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.

SECTION 2. BOARD MEETINGS. Meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote by the entire Board. Notice of such meeting shall be mailed, emailed, faxed or telephoned by the Secretary to each member of the Board at least ten (10) days prior to the date of the meeting. The Board of Directors may conduct its business by scheduling a meeting, by email, telephone or other conferencing technology. The quorum for a Board Meeting shall be a majority of the Board voting in person, by mail, email, telephone or other conferencing technology.

SECTION 3. VOTING. Each member in good standing whose dues are paid for the current year shall be entitled to one vote either by email, telephone or regular mail on motions that are put to the general membership for a vote. Normal voting deadlines shall apply. Proxy voting will not be permitted at any club meeting or election

ARTICLE III. DIRECTORS AND OFFICERS

SECTION 1. BOARD OF DIRECTORS. The Board shall be comprised of the President, President-Elect, Secretary, and Treasurer, all of whom shall be elected for one-year terms at the Club's Annual Meeting, except for the President-Elect, who will become President the following year, and four other board members, one being the past president and one being the Membership Secretary. The Membership Secretary will be a non-voting position, all other positions described in this article will have one board vote per position. All officers and directors shall be elected as provided in Article IV and shall serve until their successor's term takes effect at the annual Meeting. General management of MWFCR, Inc's affairs shall be entrusted to the Board of Directors. All Officers and Board members shall be in good standing with the American Kennel Club, FCRSA and the Club.

SECTION 2. Membership Secretary Duties

- a.) In the area of retention of members, the Membership Secretary will:
 1. Maintain a database of all members and their addresses.
 2. Create a dues notice for the November newsletter which will include a questionnaire that asks, from the members, what interests and activities the members would like the Club to plan.
 3. Mail a letter in January of each year to all members who did not renew their membership and inviting them to stay active and again asking what activities they would like to see the Club plan.
 4. Record and forward all membership dues to the Treasurer in a timely manner.
 5. Report to the Board the number of membership renewals for the current calendar year and the results of the questionnaire.
 6. Provide a list of all current members to the newsletter editor annually for the February newsletter.
 7. Answer requests for membership forms and report new members to the Board and the newsletter editor for inclusion in the newsletter and for mailing address purposes.
- b.) In the area of recruitment, the Membership Secretary will:
 1. Review the new member list in each FCRSA newsletter and will mail a letter of invitation to the new member to join MWFCRC along with an application to all new members living in the Midwest, Western Pennsylvania and Northern Kentucky. The letter and application will include a copy of the most recent MWFCRC newsletter.
 2. Communicate with all breeders who are MWFCRC members and request the breeder includes a congratulations letter and an invitation to join MWFCRC is included in the breeder puppy packet.
 3. Once per calendar year, request the newsletter editor place an application for membership in the newsletter and request that current members pass the application along to Flat-Coat owners they may know who are in the Midwest area but are not members of MWFCRC.

SECTION 3. OFFICERS. The Club's officers, consisting of the President, President-Elect, Secretary, and Treasurer shall serve in their respective capabilities 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 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 President-Elect shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity, and will assume the role of President the following year.
- 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. He or she shall have charge of the correspondence, notify members of meetings, 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 duties as are prescribed in these bylaws. d.) The Treasurer shall collect and receive all moneys due or belonging to the Club. He or she shall deposit the same in a bank designated by the Board, in the name of the Club. His or her books shall be open at all times to inspection of the Board and he or she shall report to them at every meeting the condition of the Club's finances and every item or receipt of payment not before reported; and at the annual meeting he or she shall render an account of all moneys received and expended during the previous year. It is recommended that the Treasurer be bonded in such amount as determined by the Board of Directors.

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 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 President-Elect, and the resulting vacancy in the office of President-Elect shall be filled by the Board.

ARTICLE IV. THE CLUB YEAR, ANNUAL MEETING, ELECTION

SECTION 1. CLUB YEAR. The Club's fiscal year shall begin on January and end December 31st of the same year.

SECTION 2. ANNUAL MEETING. The annual meeting shall be held in conjunction with a supported event. Notice of the annual meeting will be mailed by the Secretary to each member at least thirty days prior to the date of the meeting. The quorum for such meeting will be 25% of the regular (voting) members in good standing.

SECTION 3. ELECTIONS. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for positions on the Board who receive the greatest number of votes for such positions shall be declared elected. The annual election may be held at the annual meeting, via email, mail or other conferencing technology. New officers and Directors will take office on September 1st annually.

SECTION 4. NOMINATIONS. No person may be a candidate in a Club election who has not been nominated in accordance with these bylaws. A Nominating Committee shall be chosen by the Board of Directors by March of each year, in preparation for the following year's nominations. The committee shall consist of 3 members and two alternates in good standing, no more than one of whom shall be a member of the current Board of Directors. The Board shall name a chairman for the committee. The nominating committee will be given a current copy of the bylaws, and may conduct its business by mail or e-mail.

a.) The Nominating committee shall nominate from among the eligible members of the Club, one candidate for each position that will be chosen. The committee should consider geographical representation of the Membership of the Board to the extent that it is practical to do so. The committee shall then submit its slate of candidates to the Secretary, who shall mail the list, including the full name of each candidate and his/her place of residence, to each member of the club no later than 8 weeks before the annual Meeting so that additional nominations may be made by the membership if they so desire. The Secretary shall also mail the schedule of dates necessary for additional nominations.

b.) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received at his/her address no later than 4 weeks

before the Annual Meeting signed by 5 members and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. No person shall be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from those members who have not accepted a nomination of the Nominating committee.

c.) If no valid additional nominations are received by the Secretary 4 weeks before the Annual Meeting, the Nominating Committee's slate shall be declared elected at the time of the annual meeting, and no balloting will be required.

d.) If one or more valid additional nominations are received by the Secretary 4 weeks before the Annual Meeting, he/she shall, 2 weeks before the Annual Meeting, mail to each member in good standing, a ballot listing all the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a blank envelope which, in turn, shall be placed in the second envelope addressed to the Secretary and returned to the Secretary prior to the Annual Meeting (or the date of the meeting if the Annual Meeting should have to be canceled.) The inspectors of the elections shall check the returns against the list of members in good standing, whose dues are paid for the current year, prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting which shall be announced at the Annual Meeting. Each member shall have one vote. (In the event of a cancellation of the Annual Meeting, the Secretary and a Notary Public shall act as inspectors of the election on the date of the meeting or on the first business day thereafter.)

e.) Nominations cannot be made at the Annual Meeting or in any other manner other than provided above.

ARTICLE V. COMMITTEES

SECTION 1. The Board may appoint standing committees to advance the work of the Club in such matters as shows, obedience trials, field trials, hunting retriever tests, tracking tests, WC/WCX tests, 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 in on particular projects

SECTION 2. Any committee chairman appointment may be terminated by a majority of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to these persons whose services have been terminated.

SECTION 3. An audit committee shall be appointed by the Board to audit the books before the Annual Meeting.

ARTICLE VI. LIMITATION OF PERSONAL LIABILITY OF VOLUNTEERS TO THE CLUB

Except as otherwise provided by law, a volunteer director or volunteer officer of the Club shall not be liable to the Club or its members for monetary damages for a breach of the Director's or officers fiduciary duties, to the fullest extent allowed by the Michigan Nonprofit Corporation Act.

No member of the Board of Directors of the Club who is a volunteer director, as the term is defined in the Michigan Nonprofit Corporation Act ("The Act") , and no volunteer officer shall be personally liable to this Club or to its shareholders or members, if any, for monetary damages for a breach of the director's or officer's fiduciary duty, to the fullest extent possible under the Act; provided, however that this provision shall not eliminate or / limit the liability of a director or officer for any of the following:

- a) A breach of the director's or officer's duty of loyalty to the Club or it's shareholders, if any;
- b) Acts or omissions not good faith or that involve intentional misconduct or a knowing violation of the law;
- c) A violation of Section 555(1) of the Act;
- d) A transaction from which the director or officer derived an improper personal benefit;
- e) And an act or omission that is grossly negligent.

ARTICLE V11. ASSUMPTION OF LIABILITY OF VOLUNTEERS

The Club assumes all liability to any person other than the Club or its members For all acts or omissions of any of the volunteer directors, volunteer officers, and other volunteers, to the fullest extent allowed under the Michigan Nonprofit Corporation Act. However, the Club shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the Club as an organization described in Section 501(C) (3) of the Internal Revenue Code of 1986 or corresponding section of any subsequent federal tax code.

ARTICLE VII. INDEMNIFICATION

The Club may indemnify any volunteer director, volunteer officer, employee, non-director volunteer, or agent of the Club for all attorney fees, judgments, penalties, fines settlements, and reasonable expenses incurred for the acts or omissions to the fullest extent allowed under the Michigan Nonprofit Corporation Act. However, the Club shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of corresponding section of any subsequent federal tax code.

ARTICLE IX. DISCIPLINE

SECTION 1. AMERICAN KENNEL CLUB SUSPENSION. Any member who is suspended from the 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 prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10 which shall be forfeited if such charges are not sustained by the Board or a committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the board or present the charges 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. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board, or a committee, of not less than three members of the Board, not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one 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/her own defense and bring witnesses if he/she wishes.

SECTION 3. BOARD HEARING. The Board or Committee 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 evidence and testimony presented by complainant and defendant, the Board or Committee may suspend the offender by a majority vote of those present, for not more than six months from the date of the hearing, unless the suspension is coupled with a recommendation for expulsion, in which case the suspension may be effective until the next Annual Meeting even if that will occur after the six months. 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/her fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put into written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

SECTION 4. EXPULSION. Expulsion of a member from the Club may be accomplished only at the Annual Meeting following a hearing and upon the recommendation of the Board or Committee as provided in Section 3 of this Article. 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 findings and recommendations and shall invite the defendant, if proposed expulsion. If expulsion is not so voted, the suspension shall stand. A 2/3 vote of those present at the Annual Meeting shall be necessary for expulsion.

ARTICLE X. 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 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 as a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The Constitution and bylaws may be amended by a 2/3 vote of the members present and voting at a 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 14 days prior to the meeting.

ARTICLE XI. DISSOLUTION

SECTION 1. DISSOLUTION. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, any property of the Club, or any proceeds thereof, or any assets of the Club, shall not be distributed to any members of the Club but shall be given to the Flat-Coated Retriever Society of America, Inc.

ARTICLE XII. 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 so 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)
Introduction of New Members
Unfinished Business
New Business
Adjournment

SECTION 2. At meetings of the Board, the order of business, unless otherwise directed by a 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

SECTION 3. The rules contained in Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable when not inconsistent with these bylaws or any special rules of order the Club may adopt.