

Natural State Golden Retriever Club, Inc.

CONSTITUTION

ARTICLE I

NAME AND OBJECTS

SECTION 1. The name of the Club (nonprofit corporation) shall be the Natural State Golden Retriever Club, Inc., and hereafter in this document will be referred to as the Club, and references will be capitalized.

Registered Office. The registered office of the nonprofit corporation shall be 1200 West Walnut Street; Suite 1406; Rogers, AR 72756

Other Offices. The Corporation may also have offices at other places in or out of the state of Arkansas as the board of directors may determine or as the business of the Corporation may require.

SECTION 2. The objects of the Club shall be:

(A) To encourage members to preserve and promote the Golden Retriever breed through raising dogs which are examples of breed type, exquisite character, and initial purpose.

(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 the Golden Retriever shall be judged.

(C) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at all dog events under the rules of the American Kennel Club.

(D) To promote a good standard of vet care, grooming, healthy lifestyle, fitness, and nutrition for both competitive and non-competitive Golden Retrievers.

(E) To conduct sanctioned matches and specialty shows, hunt tests, field trials, working tests, obedience trials, rally trials, agility trials, and tracking tests or any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club and/or the Golden Retriever Club of America.

SECTION 3.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

SECTION 4. The members of the club shall adopt and may, from time to time, amend such By-Laws as may be required to carry out these objects by two-thirds (2/3) vote of membership. The nonprofit corporation shall be governed by its Articles of Incorporation and its Bylaws.

SECTION 5.

Powers. The nonprofit corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the nonprofit corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such

purposes. The powers of the organization may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

BY-LAWS

ARTICLE I

MEMBERSHIP

SECTION 1. Eligibility: There shall be five (5) types of membership, Regular (Individual), Household (Family), Junior, Associate, and Life who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. Regular (Individual), Household (Family), and Associate shall be open to all persons eighteen years of age and older. Regular (Individual) and Household (Family) members all enjoy equal voting rights and privileges. Junior membership, open to children 12-17 years of age, shall not include voting rights or the ability to hold office and shall not require a fee. Junior members must be accompanied by a guardian at any club event. An Associate membership also shall not include voting rights. Life membership shall be proposed for any past or present member of the Club for election after having rendered outstanding service to the Club and active for at least 15 years. If a Life member moves out of the State of Arkansas, membership is retained however they lose the right to vote and will not be eligible for Club awards.

As a condition of membership, members are required to abide by the conditions set forth in the current GRCA Code of Ethics, the text of which is contained herein by reference. Members who violate this code are subject to conditions set forth in these By-Laws, Article VII, Section 2. While membership is unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area within the State of Arkansas.

SECTION 2. Dues: At each annual meeting, the Board of Directors shall fix the amount of the annual dues for the ensuing year. Dues for Regular (Individual), Household (Family), and Associate memberships may vary, at the discretion of the Board of Directors. Dues for a Regular (Individual) membership shall not exceed \$100.00 per year. Dues for a Household (Family) Membership shall not exceed \$200.00 per year. Dues for an Associate membership shall not exceed \$50.00 per year. Dues shall be postmarked on or before the 31st day of December of each year. Members joining the Club after November 1 shall not have to pay dues for the year immediately following. No member may vote or be eligible for Club awards whose dues are not paid for the current year. During the month of November, the Treasurer or designee shall send each member a statement of dues for the dues for the ensuing year. This notification shall be either by email, individual mailing or by the official club newsletter.

SECTION 3. Election To Membership: Each applicant for membership shall apply on a form as provided by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and By-Laws of the Golden Retriever Club of Arkansas and of the American Kennel Club. The application shall state the name, address, phone number, and email along with additional information. Each member should carry the endorsement of two members in good standing. The prospective member shall submit dues payment for the current year with the form.

Application for Household (Family) membership shall be limited to two (2) adult (18 years of age or older) members in a family, who will have voting privileges. Children of the same family, residing in the same household, shall enjoy all the rights and privileges of the Club except the right to vote and hold office.

All applications are to be filed with the Secretary, and each application is to be read at the first Board meeting of the Club following its receipt. The Board of directors shall consider the qualifications of the applicant and shall make a recommendation for acceptance or rejection. At the next club meeting, the applications will be voted upon and an affirmative vote of two-thirds (2/3) of the members present and voting at the meeting shall be required to elect the applicant, providing a quorum is present. For each application, secret ballots shall be cast. Applicants for membership who have been denied by the Club may not re-apply within six months after such rejection to be reconsidered.

SECTION 4. Termination of Membership: Membership may be terminated as follows:

(A) By Resignation: Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign while in debt to the Club. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.

(B) By Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid by January 1st; however, the board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting. A former member who has had his/her membership terminated for non-payment of dues may apply for reinstatement in the manner of a new member and after making a payment in full of all past due accounts owed by him/her to the Club.

(C) By Expulsion: A membership may be terminated by expulsion as provided in Article VI, Section 4, of these By-Laws.

ARTICLE II

MEETINGS AND VOTING

SECTION 1. Club meetings: Meetings of the Club shall be held in the greater Russellville, Arkansas area at such hour and place as designated by the Board of Directors. Monthly meetings are to be encouraged, but a minimum of six (6) club meetings shall be held each year. Written or electronic notice of each meeting shall be distributed by the Corresponding Secretary or published in the current newsletter at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be 10 percent of the members in good standing plus a majority of the Board. When needed, platforms like Zoom may be used.

- SECTION 2. Special Club Meetings: Special Club meetings may be called by the President or a majority vote of the members of the Board of Directors who are present at a regular or special meeting of the Board or by the Secretary upon receipt of a petition signed by seven (7) members of the Club who are in good standing. Such meetings shall be held at such hour and place as may be designated by the Board of Directors within the State of Arkansas. Written notice shall be mailed or emailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting, and no other Club business may be transacted. The quorum for such a meeting shall be 10 percent of the members in good standing plus a majority of the Board. Petitions may be sent in electronic mail format in accordance to the following policy: The member of the club has signed an authorization agreeing to this method of communication. This revocable authorization releases the club from any liability should the notification be either received late or not at all by any member of the club.
- SECTION 3. Board Meetings: Meetings of the Board of Directors shall be held at least bi-monthly at such times and places or via telephone conference call or via video conference at such hour as designated by a majority vote of the entire Board. Notice of each meeting shall be given by the Secretary to each member of the Board at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board of Directors.
- SECTION 4. Special Board Meeting: Special meetings of the Board may be called by the President or by the Secretary upon receipt of requests from any three (3) Directors at such hour and place or via telephone conference call or via video conference at such hour as may be designated by the person authorized herein to call such meeting. Notice of such meeting shall be given by the Secretary at least three (3) days prior to the date of the meeting. Such notice shall state the purpose of the meeting, and no other business shall be transacted thereat. A quorum for such meetings shall be a majority of the Board of Directors.
- SECTION 5. Special Club Meetings: The club may send members electronic notifications of club meetings and announcements, as well as Board Members electronic notification of Board meetings provided the member or Board Member has signed an authorization agreeing to this method of communication. This authorization, which is revocable, shall release the Club from any liability should notification not be received or received late by the member or member of the board due to circumstances beyond the Club's control.
- SECTION 6. Voting: Each member in good standing whose dues are paid for the current year shall be entitled to one (1) vote at any meeting of the Club at which he or she is present, including meeting conducted via telephone conference, or on a virtual platform. Proxy voting will not be permitted at any club meeting or election. Junior members, associate members and life members outside the State of Arkansas do not have a vote at any meeting. A family membership, two (2) per household, allows each of the individuals in good standing to have a separate vote.

ARTICLE III

DIRECTORS AND OFFICERS

SECTION 1. General Powers. All corporate powers shall be exercised by or under the authority of the board and the affairs of the corporation shall be managed under the direction of the board, except as otherwise provided by law.

Board of Directors: The Board shall be comprised of eight Directors including the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and 3 (3) other persons, all of whom shall be members in good standing of the Club and the Golden Retriever Club of America, and all of whom shall be elected at the Club's annual meeting as provided in Article IV to a two (2) year term. General management of the Club's affairs shall be entrusted to the Board of Directors. The past President shall have the same voting rights as the other Board Members. Within these limits, the board may increase or decrease the number of directors serving on the board, but no decrease shall have the effect of shortening the term of any incumbent director.

Resignations. A Director may resign at any time by filing his/her written resignation with the Secretary.

Removal. A director may be removed by two-thirds vote of the board of directors then in office, if:

(a) the director is absent and unexcused for more than 25% of regular meetings of the board of directors in a twelve-month period. (The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president.) Or;

(b) for cause or no cause, if before any meeting of the board members at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss his/her case and is given the opportunity to be heard at a meeting of the board.

SECTION 2. Officers: The officers of the Club shall be President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer, who shall be elected to a two (2) year terms of office and shall serve in the respective capacities both with regard to the Club and its meetings and the Board and its meetings.

(A) The President shall preside at all meetings of the Club and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Constitution and By-Laws.

(B) The Vice President shall succeed to exercise the duties and have the powers of the President in case of the President's death, absence, or incapacity.

(C) The Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken and of all matters of which the Club shall order a record. These minutes are to be sent out to all members of the Club prior to the next meeting.

(D) The Corresponding Secretary shall have charge of the correspondence; notify members of meetings, notify new members of their election to membership, notify Officers and Directors of their election to office, keep a roll of the members of the Club with their addresses, and publish same annually, and carry out such other duties as prescribed in these Constitution and By-Laws

(E) The Treasurer shall collect and receive all monies due or belonging to the Club. Moneys shall be deposited in a bank satisfactory to the Board in the name of the Club. The books shall always be open to inspection of the Board. 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. At the annual meeting, an accounting shall be rendered of all monies received and expended during the previous fiscal year. There shall be an annual audit of the Club's books and an accounting of the Club's property. The Treasurer shall be bonded with the associated expense born by the Club.

(F) The offices of the Recording Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of the officers and four other persons.

Execution of Written Instruments. The Board of Directors may authorize any one (1) or more officers and/or employees to execute contracts in the ordinary course of business on behalf of the Corporation, and such authority may be general or confined to specific instances.

Removal. The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the organization without prejudice to the rights, if any, of the organization under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

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 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 vacancy in the office of President shall be filled automatically by the Vice President, and the resulting vacancy in the office of Vice President shall be filled by the Board. Any officer or board member shall, upon resigning from said position tender a resignation in writing to the Secretary of the Club.

ARTICLE IV

THE CLUB YEAR, ANNUAL MEETINGS, ELECTIONS

SECTION 1 Club Year: The Club's fiscal year shall begin on the 1st day of May and end on the 30th day of April. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election of the next annual meeting.

SECTION 2 Annual Meeting: The annual meeting shall be held in the month of April. Officers and Directors for the ensuing year will be declared elected at the meeting and shall take office immediately upon conclusion of the annual meeting by secret, written ballot from those nominated in accordance with Section 3 of this Article. Each retiring officer shall turn over to the successor in office all properties and records relating to that office within thirty (30) days after the election.

SECTION 3 Nominations: No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws. During the month of January, the Board shall select a nominating committee consisting of three (3) members, at least one (1) of whom shall be a member of the Board and, at least one of whom is not a member of the Board. The Corresponding Secretary shall immediately notify the committee members of their selection. The Board shall name a Chairperson

for the committee, and it shall be such person's duty to call a committee meeting to be held within thirty (30) days of formation.

(A) The committee shall nominate one (1) candidate for each office and position on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.

(B) Upon receipt of the nominating committee's report, the Corresponding Secretary shall, on or before March 1st, notify each member of the Club in writing or by email of the candidates so nominated.

(C) Additional nominations of eligible members may be made at a March general meeting by any member, who is in good standing and in attendance, provided (a) that the person so nominated does not decline when their name is proposed, (b) that if the proposed candidate is not in attendance at this meeting, the proposer presents to the Corresponding Secretary a written statement from the proposed candidate signifying willingness to be a candidate, and (c) that a quorum is present for the general meeting. No person may be a candidate for more than one (1) office or position except as provided in Article III, Section 2 (F), and the additional nominations which are provided for herein may be made only from among those members who were not nominated by the nominating committee. Notice of any nominated candidate opposing the Nominating Committee's slate of candidates shall be mailed, emailed, or published in the NSGRC newsletter immediately preceding the annual meeting.

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

SECTION 4

Elections: The following balloting procedure shall be employed when one (1) or more candidates have been nominated for any office or Board position in addition to the candidates named by the nominating committee: The election of officers shall take place at the Club's annual meeting. In the event there is more than one candidate for a particular Board position, voting will be done by secret written ballot. The nominated candidate receiving the greatest number of votes for each office shall be declared elected at the annual meeting. If no candidate is nominated to oppose the Nominating Committee's slate of candidates, then the slate of candidates shall be declared elected at the annual meeting.

ARTICLE V

COMMITTEES

SECTION 1

The Board may each year appoint standing committees to advance the work of the Club in such matters as Specialty dog shows, field trials, obedience trials, tracking tests, 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 and aid it on particular projects.

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

ARTICLE VI

DISCIPLINE

SECTION 1 American Kennel Club Suspension: Any member who is suspended from any of the privileges of the The American Kennel Club shall automatically be suspended from privileges of this Club for alike period.

SECTION 2 Charges: Any member may prefer charges against another member for alleged misconduct which is or was prejudicial to the best interests of the Club or the breed. Only written charges with specifications will be considered, and such charges must be filed in duplicate with the Corresponding Secretary together with a deposit of \$50.00, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding Secretary shall, upon receipt of any such charges, promptly send or email a copy of the charges to each member of the Board or present them at the next Board meeting. The Board shall, at said Board meeting, first consider by a majority vote whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or breed. If the Board considers that the charges do not allege misconduct which would be prejudicial to the best interests of the Club or the 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 not less than three (3) weeks nor more than six (6) weeks thereafter. The Corresponding Secretary shall promptly send a notice of the hearing to the member making the accusations and shall send a notice of the hearing along with a copy of the exact written charges to the accused member. The notice of the hearing shall state the date, hour, and place of said hearing, and whether or not the Board will permit any counsel to appear at said hearing with or on behalf of either party. The notice shall assure both parties they may appear at the hearing and bring witnesses, if they wish. Both mailings shall be done by registered mail with return receipt requested. The Board has the complete discretion to decide the format of the hearing, and the notice of the hearing shall inform both parties the format the Board will follow.

SECTION 3 Board Hearing: The Board shall have complete authority and absolute discretion to decide whether any counsel may attend the hearing with or on behalf of either the accusing member or accused member, but both the accusing member and accused member shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the accusing member and accused member, the Board may, by a majority vote of those present, reprimand or suspend the accused member from all privileges of the Club for no more than six (6) months from the date of the hearing. And if it deems that punishment is insufficient, the Board may recommend to the membership that the penalty be expulsion. In such cases, the suspension shall not restrict the accused member's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendations. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary, in turn, shall notify each of the parties, in writing, of the Board's decision and penalty, if any.

SECTION 4

Expulsion: Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendations 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 sixty (60) days, but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. At that Club meeting, the suspended member being considered for expulsion 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 suspended member, if present, to speak in his or her own behalf, if he or she wishes. The Club members shall then vote by secret ballot on the proposed expulsion. Providing a quorum is present at the meeting, a two-thirds (2/3) vote of those present at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII

SECTION 1

Directors and Officers Indemnification. Every person who was or is a party or is threatened to be made a party to, or is involved in, any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a director or officer of the nonprofit Corporation or, is or was serving at the request of the nonprofit Corporation as a director or officer of another nonprofit corporation, or as its enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under and pursuant to any procedure specified in the Arkansas Business Corporation Act of the State of Arkansas, as amended and as the same may be amended hereafter, against all expenses, liabilities, and losses (included attorney's fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any lawful manner by such person. Such right of indemnification shall not be exclusive of any other right which such director or officer may have or hereafter acquire and, without limiting the generality of such statement, he/she shall be entitled to his/her rights of indemnification under any agreement, provision of law, or otherwise, as well as his/her rights under this paragraph. The board of directors may cause the Nonprofit Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Nonprofit Corporation, or is or was serving at the request of the Nonprofit Corporation as a director or officer of another nonprofit corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Nonprofit Corporation would have power to indemnify such person.

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 Corresponding Secretary signed by twenty (20) percent of the membership in good standing. Amendments proposed by such a petition shall be promptly considered by the Board of Directors and must be submitted to the members, with recommendations of the Board, by the Corresponding Secretary for a vote within two (2) months of the date the petition was received by the Secretary. If the Board does not take action within two (2) months of the date the petition was received by the Corresponding Secretary, the members making the proposed amendment shall have the right to either bring it up at a regular meeting or call a special meeting for this purpose as set forth in Section 2 of Article VI.

SECTION 2 Providing a quorum is present, the Constitution and By-Laws may be amended by a two-thirds (2/3) vote of the members present at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed or emailed to each member at least two (2) weeks prior to the date of the meeting. Amendments to the Constitution and By-Laws shall be voted upon by secret ballot.

ARTICLE VIII

DISSOLUTION

SECTION 1. Dissolution: The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. Dissolution of the organization shall be in accordance with Arkansas Law. In the event of the dissolution of the Club, *other than for purposes of reorganization*, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any member of the Club. But after payment of debts of the Club, its property and assets shall be given to a non-profit organization selected by the Board of Directors whose objectives are for the benefit of Golden Retrievers.

ARTICLE IX

ORDER OF BUSINESS

SECTION 1. At meetings of the Club, the order of business, so far as the character and nature of the meeting permits, shall be as follows;

- Roll Call
- Minutes of the last meeting
- Report of the President
- Report of Recording Secretary
- Report of the Corresponding Secretary
- Report of the Treasurer
- Report of the Committees
- Election of Officers and Board (at annual meeting)
- Election of new members
- Unfinished Business
- New Business
- Adjournment

SECTION 2. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Minutes of the last meeting
- Report of the Recording Secretary
- Report of the Corresponding Secretary
- Report of the Treasurer
- Report of the Committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE X

GENERAL

- SECTION 1. The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised,” shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any other special rules of order the Club may adopt.
- SECTION 2. Table of Contents; Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.
- SECTION 3. Relation to Articles of Incorporation. These bylaws are subject to and are governed by the articles of incorporation.

CERTIFICATION OF ADOPTION

The foregoing Bylaws of the Nonprofit Corporation have been duly adopted this 4th day of September 2022 , by action of the Board of Directors of the Nonprofit Corporation pursuant to the laws of the State of Arkansas.

IN TESTIMONY THEREOF, witness the hand of the undersigned as Secretary of the Corporation on such date.

 Melissa Johnson,
Secretary