

# **Constitution and By-laws**

## **of the**

# **Dardenne Retriever Club**

**Serving the  
Greater St. Louis/St. Charles Metropolitan Areas**

**Founded July 11, 2015  
AKC Accreditation November 30, 2015  
AKC Club # 7209**

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# **Dardenne Retriever Club**

## **Constitution**

### **Article I Name and Objectives**

**Section 1.** The club organization shall be known as the Dardenne Retriever Club, hereafter referred to as DRC. These Bylaws are subject to and governed by the State of Missouri Not-For-Profit Corporation Laws and Articles of Incorporation of the State of Missouri. In the event of a direct conflict between the provisions of these bylaws and mandatory provisions of the Missouri State Not-For-Profit Corporation laws, the Missouri State Not-For-Profit Corporation Act will be controlling.

**Section 2.** The objectives of this club shall be:

- A. to further the advancement of purebred retrievers, encourage and promote quality in the breeding of purebred retrievers and to do all possible to bring their natural qualities to perfection;
- B. to conduct sanctioned and licensed hunting tests and field trials under the Rules and Regulations of The American Kennel Club.;
- C. to do all in its power to protect and advance the interests of the purebred retriever breeds;
- D. to encourage sportsmanlike conduct at field trials, hunting tests and/or any and all other events sponsored by DRC;
- E. to disseminate knowledge, conduct classes in and promote the training of purebred retrievers;
- F. to encourage the training of judges; and
- G. to promote public interest in game conservation.

**Section 3.** DRC shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations or contributions to DRC shall inure to the benefit of any member or individual.

**Section 4.** The members of DRC shall adopt and may from time to time revise this Constitution and Bylaws, as may be required to carry out these objectives.

# Dardenne Retriever Club

## By-Laws

### Article I Membership

**Section 1.** *Eligibility.* There shall be (3) types of membership open to all persons who are in good standing with The American Kennel Club and who subscribe to the purposes, promotion and advancement of the objectives of this club. The following *Membership Classifications* shall be available:

- A. Regular (Individual) Membership. Any one adult person (age 18 years and older) who shall have all the rights, privileges and duties of membership including the right to vote and hold office;
- B. Household Membership. Maximum of (2) adult persons (age 18 years or older) residing in the same household who shall have all the rights, privileges and duties of membership including the right to vote and hold office.
- C. Junior Membership. Any one person under the age of 18 years. This membership is not required to pay dues and will not have the rights, privileges of holding office or voting.

**Section 2.** *Dues.* Annual dues for Individual are not to exceed \$50, Household are not to exceed \$75 and are payable on January 31st of each year. Memberships shall be in such amounts as recommended by the Board of Directors.

- A. During December of each year, the Treasurer shall send to each member a statement of dues for the ensuing year. There will be no pro-rating of dues.
- B. A Member in Good Standing is one whose dues payments are current with the club. Only a Member in Good Standing may vote.

**Section 3.** *Membership.* Each applicant for membership in DRC shall submit a completed and signed Membership Form plus appropriate dues to the DRC Treasurer. Such form shall state the name, postal address, telephone number and email address of the applicant. The application shall also provide that the applicant is a member in good standing with the American Kennel Club and agrees to abide by the Constitution and By-Laws of DRC and the rules and regulations of The American Kennel Club. Applications should be voted on by 2/3<sup>rd</sup> secret vote of the membership in good standing.

- A. Each applicant shall provide only one (1) postal address and only one (1) email address to be used for official DRC correspondence.
- B. Upon receipt of valid application and appropriate dues amounts, DRC Treasurer shall submit to the Board the new member's information.
- C. Any member joining after September 1<sup>st</sup> shall be considered having paid dues for the remainder of that year and the following year.

**Section 4. *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. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- B. by lapsing. Dues shall be considered delinquent if not paid by January 31<sup>st</sup>. Membership will be considered as lapsed and automatically terminated if dues remain unpaid by February 15<sup>th</sup> of same year. BOD may grant an additional (30) 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.
- C. by expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

**Section 5. *National Membership.*** DRC may maintain membership in the National Retriever Club, Inc., the National Amateur Retriever Club, Inc., the National Derby Club, Master Amateur Retriever Club and/or the Master National Retriever Club, Inc.

## **Article II Meetings And Voting**

**Section 1. *Club Meetings.*** Meetings of the Club shall be held each month in the St. Louis greater metropolitan area in the state of Missouri at such date, hour and place as designated by the Board of Directors.

- A. Written notice of any club meeting shall be sent to all members in good standing by the President or Secretary at least ten (10) days prior to the date of the meeting and shall include a proposed agenda for the meeting.
- B. Twenty (20) percent of the members in good standing shall constitute a quorum to conduct business at all club meetings.
- C. Emergency meetings may be called at any time by the majority of the Board. In the event of an emergency meeting the general membership must be notified within five (5) days prior to the meeting.

**Section 2. *Board Meetings.*** Board meetings will be held in the greater St. Louis, Missouri area. Meetings of the Board of Directors shall be held at such place, date and hour as may be designated by the Board or via conference call or electronic meeting if stated. Written notice of each such meeting shall be provided to the entire club membership by the President or Secretary at least ten (10) days prior to the date of the meeting and shall include a proposed agenda for the meeting. The quorum for such a meeting shall be the majority of the BOD. Any Member in good standing may attend and observe but cannot participate in any such meeting.

**Section 5. *Meeting Notification.*** The President or Secretary shall provide notification of all meetings and their agendas to all members within the time frames as specified above.

A. Notification of any Club Meeting or any Emergency Club Meeting shall be in written form only distributed via postal mail and/or electronic mail.

B. Notification of any Board Meeting shall be in written form and only distributed via postal mail and/or electronic mail.

**Section 6. *Voting.*** Each member in good standing whose dues are paid for the current year shall be entitled to vote at any meeting of the club at which he/she is present and at which he/she is eligible to vote.

**Section 7. *Proxy Voting.*** To encourage participation in club matters, proxy voting will be permitted at any regular or special club meeting or any regular or special board meeting. Proxies shall be written statements by any Member in Good Standing (proxy assignee) authorizing another Member in Good Standing (the proxy holder) to vote on his/her behalf at a club or Board meeting and shall be considered as if the member were present in person in so far as determining meeting quorums and vote tabulations.

A. An official proxy assignment form shall be included with all meeting notifications. The completed proxy assignment form shall be filed with the Secretary (either via electronic mail, postal mail or in person) prior to the Call to Order for tabulation purposes to establish meeting quorums and vote total requirements and shall be made a part of the official meeting minutes. All proxies shall be available for inspection by any club member or authorized agent.

B. Proxy assignment forms may be designated by the proxy assignee as:

- 1) a General Proxy which gives the proxy holder complete discretion to vote any way he/she wishes or
- 2) a Specific Proxy which gives the proxy holder explicit instructions as how to vote or

3) a Hybrid Proxy in which the proxy is general in nature but space is provided for specific directions to the proxy holder.

- C. Proxies shall be valid only for that specific meeting for which they are duly received and recorded by the Secretary and are revocable should the member be able to attend the meeting or in person or upon written notice of revocation to the Secretary prior to the meeting Call to Order.

**Section 9. *Club Correspondence.*** The Club may send members notification of club and/or board meetings, dues notices, meeting minutes, club newsletters, and/or other general club correspondence via e-mail as method of communication. Such action shall release the club from any liability should the information be received late or not received due to circumstances beyond the club's control.

## **Article III Directors and Officers**

**Section 1. *Board of Directors.*** The Board of Directors (BOD) shall consist of the club officers and (2) other persons, all being members in good standing with DRC and The American Kennel Club. The control and general management of the club's business and affairs shall be entrusted to the Board of Directors which shall have full power to conduct the business of the club, to deal with club property, to determine club policies and to otherwise manage the affairs of the club with the objective of furthering the purposes and goals of DRC.

- A. Board of Directors shall consist of the elected club officers and two (2) at-large directors.
- B. Board members shall be elected at the club's Annual Membership Meeting provided in Article IV and shall serve until their successors are elected.
- C. Founding club members/officers shall serve in their respective positions through the year 2021 and/or may continue in same positions as voted on and approved by general membership at the annual meeting in January 2022.
- D. At such time the initial founding (2) members of the DRC will remain on the Board of Directors with all member rights and BOD privileges.
- E. Initial at-large board members may be appointed by the current officers. Appointed board members will serve for 2 years or until annual meeting in year two (odd numbered years).

**Section 2. *Officers.*** The club's officers, consisting of the President, Vice President, Secretary and Treasurer (or Secretary/Treasurer), shall serve in their respective capacities both with regard to the club and its meetings and the Board and its meetings.

- A. *President.* The President shall have the duties and powers as are consistent with the office of President, in addition to those particularly specified herein, and shall:
  - 1) preside at all meetings of the Membership and Board of Directors;
  - 2) if necessary, appoint the Hunt Test Secretary and Hunt Test Chairman, subject to the approval of the officers and directors;
  - 3) appoint all standing committee chairmen and members with the approval of the Board of Directors;
- B. *Vice President.* The Vice President shall:
  - 1) preside at all meetings in the absence or inability of the President;
  - 2) assume the office of President upon inability of the President to serve;
- C. *Secretary.* The Secretary shall:
  - 1) maintain accurate minutes of all meetings of the Membership and Board of Directors;
  - 2) be responsible for all correspondence as requested;
  - 3) maintain custody of the club's records;
  - 4) provide notification of all meetings of the club and Board of Directors;
- D. *Treasurer.* The Treasurer shall
  - 1) provide a report shall be given at every meeting of 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.
  - 2) receive and dispense monies under the direction of the Membership and the Board of Directors;
  - 3) maintain complete and accurate records of all income and disbursements, preserving receipts on file for an annual audit;
  - 4) shall make the books of the club open at all times for inspection by the board;
  - 5) establish and/or maintain a checking account and/or a saving account in the name of the club in a financial institution as approved by the Board of Directors;
  - 6) upon election obtain a checking account signature card and secure the proper signatures for the current fiscal year for filing at the financial institution;
  - 7) deposit, in a timely manner all DRC funds in the checking account;
  - 8) issue statements for dues and collect such monies;
  - 9) received all membership application and dues and notify the Board of new members;
- E. The offices of Secretary and Treasurer may be held by the same person.
- F. If the offices of Secretary and Treasurer are held by two different persons,



the Board shall be comprised of six (6) members.

- G. If the offices of Secretary and Treasurer are held by the same person, the Board shall be comprised of five (5) members.

**Section 3. *Delegates.*** Any number of club members may be appointed by the Membership or Board of Directors to act as authorized representatives/delegates to appropriate national clubs, voting in the best interests and wishes of the DRC. Following representation for the club, delegates shall report to the appointing body.

**Section 4. *Vacancies.*** Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of the members of the Board at its first regular meeting following the creation of such vacancy, or at an Emergency 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 Vice President shall be filled by the Board.

## **Article IV**

### **The Club Year, Annual Meeting And Elections**

**Section 1. *Club Year.*** The club's fiscal year shall begin on the first day of January and end on the last day of December. The club's official membership year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting. All Club meetings are to be held in the general Greater St. Louis, Missouri metropolitan area.

**Section 2. *Annual Membership Meeting.*** The Annual Membership Meeting shall be held in the month of  
January:

- A. to conduct the business affairs of DRC.
- B. to examine the financial condition of the club:
- C. and to elect the officers and board members for the ensuing year(s) from among those nominated in accordance with Section 4 of this Article. Such elected officials shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in that office all properties and records relating to that office within thirty (30) days after the election.

**Section 3. *Elections.*** The nominated candidate receiving the greatest number of votes for each office or position shall be declared elected.

**Section 4. *Nominations.*** No person may be a candidate in a club election who

has not been nominated. The President, with the approval of the Board of Directors, shall select a Nominating Committee consisting of three members and two alternates, not more than one of which may be a member of the Board. If the committee cannot be appropriately filled with those from the general membership, it may be necessary to include a second member of the Board to serve as one of the alternates.

- A. During the month of August in the year of officer elections, the President shall select the members of the Nominating Committee and the Secretary shall immediately notify such members of their appointment. The nominating committee must meet by September 1 of stated year.
- B. The committee shall nominate one candidate for each office and the at-large members of the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing. No person may be a candidate for more than one position (except for the combined position of Secretary/Treasurer). The slate shall be provided to the secretary by October 1 of the stated year.
- C. The Secretary shall include such slate of nominees with the notice of the annual Membership Meeting at least 2 weeks prior to the January annual meeting.
- D. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

## **Article V Committees**

**Section 1.** The Board of Directors, may each year, appoint standing committees to advance the work of the club in such matters as field trials, hunt tests, judge selection, trophies, awards/prizes, membership and other areas 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 it on particular projects.

**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. The board may appoint successors to those persons whose services have been terminated.

## **Article VI Discipline, Suspension and Expulsion of Members**

**Section 1.** The Board of Directors of this club, by a majority vote, may suspend any member for conduct which in the opinion of the Board endangers the welfare

or character of this Club. Any such action shall be taken under the procedures for Dealing with Misconduct as directed by the AKC.

**Section 2.** If an emergency is deemed to exist by a majority of the Board of Directors temporary suspension may be voted upon immediately. If the member does not request a hearing before the Board of Directors within thirty (30) days, such suspension shall be permanent. If a hearing is heard before the Board of Directors, the Board may vacate such suspension on majority vote, if the matters which led to the suspension have been rectified or after review the suspension is not warranted as determined by the Board.

**Section 3.** If no emergency is deemed to exist, at least a thirty (30) day notice shall be given to the member or the pending matter, specifying in detail the nature of the conduct in question.

**Section 4.** Alleged misconduct which occurs at or in connection with an AKC event is to be handled in accordance with the procedures in the *“Dealing With Misconduct at American Kennel Club Events”*.

**Section 5.** Any member who is suspended from any of the privileges of the American Kennel Club automatically shall be suspended from the privileges of this club for alike period.

## **Article VII Amendments**

**Section 1.** Amendments to the Constitution and By-laws of DRC may be proposed only by one of the following three methods:

- A. by the Board of Directors;
- B. by a special committee appointed for this purpose; or
- C. by written petition addressed to the Secretary signed by twenty (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 (3) months of the date when the petition was received by the Secretary.

**Section 2.** The proposed amendments shall be discussed and voted upon at any regular club meeting or at a special club meeting called for that purpose provided the proposed amendments have been included in the notice of the meeting and sent to each member in good standing at least ten (10) days prior to the date of the meeting. The Constitution and Bylaws may be amended by a two-thirds (2/3) vote

of the members present and voting at such meeting.

**Section 3.** No amendment to the constitution and bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

## **Article VIII Dissolution**

**Section 1.** The club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing. 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 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 unless otherwise prohibited by State Law.

## **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 may permit, shall be as follows:

- Roll Call
- Reading of the 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
- Announcement 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 the minutes of last meeting
- Report of Secretary
- Report of Treasurer

Reports of committees  
Unfinished business  
New business  
Adjournment

## **Article X**

### **Parliamentary Authority**

**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 bylaws and other special rules of order the club may adopt.