

**Bylaws of
NORCAL Golden Retriever Club, Inc.**
A California Nonprofit Public Benefit Corporation 501c(4)

Article I. Name and Objectives

Section 1.

“The name of the Corporation shall be the NORCAL Golden Retriever Club Inc., hereinafter referred to as the Club”.

Section 2. The objectives of the Corporation shall be:

- 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;
- To recognize that the Golden Retriever is a gun dog and to encourage the members to perfect, by selective breeding, Golden Retrievers that possess the appearance, soundness, temperament, natural ability and personality that is reflected in the standard of the breed, and to do all possible to advance and promote the perfection of these qualities;
- To do all in its power to protect and advance the interest of the breed by promoting responsible ownership of Golden Retrievers and encouraging sportsmanlike competition at competitive and performance events;
- To support and encourage cooperation with the Golden Retriever Club of America, Inc. (GRCA);
- To encourage and conduct any AKC events for which the club is eligible under the rules of the American Kennel Club; as well as GRCA events such as WC/WCX;
- To further the education of its members and community in the care, handling, breeding, showing and training of their dogs by providing them an opportunity to work together and with experts on their common problems and to promote good fellowship among Golden Retriever owners;
- To encourage members to abide by the GRCA Code of Ethics;
- To support and encourage cooperation with Golden Retriever rescue organizations.

Section 3.

The Club shall not be conducted or operated for profit and no pecuniary gain or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

Article II: Offices

Section 1. Principal or mailing office.

The Club shall maintain a principal office for the transaction of business, provided the location and/or mailing address is within the Northern California area.

Article III: Memberships

Section 1. Eligibility.

There shall be four types of membership: individual members, family, life membership as described in Article III, Section 3D, and junior members who will be non voting and open to persons 10 to 17 years of age. A family

membership shall be limited to two adult (18 years of age and older) members in a family, each to have voting privileges, except that junior (17 years of age and younger) members 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 applicants for membership must be in good standing with the American Kennel Club and must subscribe to the objectives of the Club. While the membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the owners and breeders in its immediate area.

Section 2: Dues.

The Board of Directors shall annually fix the amount of the dues for the following calendar year. The Membership Secretary shall mail^{*(2)} a statement of dues for the ensuing year not later than November 1 to each member in good standing to the address of such member appearing on the records of the Club. Membership dues shall be payable on or before January 1st of each year. No member may vote whose dues are not paid for the current year. There shall be no dues for junior members.

Section 3: Election to membership.

- The applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Bylaws and rules of the American Kennel Club.
- The application shall state the name and address of the applicant and it shall carry the endorsement of one member in good standing. All applications are to be filed with the Membership Secretary, and shall be accompanied by a payment of membership dues, a stated percentage of which is earmarked for canine legislation fees, for the current year. Applicant must have attended three functions held by the club as evidence of their willingness to support local activities.
- The Membership Secretary shall submit the application to the Board for approval. If there are no objections from the directors (the Board) within 10 days, the Membership Secretary will then send information about the applicant to the general membership. If no objections have been raised within 14 days of the mailing^{*(2)}, the applicant shall be deemed elected to membership. If an applicant is objected to by a Director within 10 days after the applicant's name is submitted to the Board, the Secretary shall instruct the Membership Secretary to prepare a written ballot with the applicant's name for a formal vote by the Board. An affirmative vote by a majority of the entire Board shall be required to accept an applicant objected to by a Director. Any objections from the membership should be detailed and brought back to the Board for review and Board vote. An affirmative vote by a majority of the entire Board shall be required to accept the applicant, at which time the applicant is deemed elected to membership.
- **Life Membership:** Any past or present member, having rendered outstanding service to the Club, may be proposed by the Board of Directors for election to life membership. Any individual so proposed shall have been an active member of the Club for a total of 20 years. Such members shall be exempt from payment of dues including family membership, and shall have the rights, privileges and duties of membership, including the rights to vote and hold office. All recommendations shall be subject to the final authority and approval of the Board.

Section 4: Termination of membership.

Membership may be terminated as follows:

- By Resignation: Any member may resign from membership in the Club at any time upon written notice to the Secretary; provided, however, that resignation shall not relieve the resigning member from any

obligation to the Club for changes incurred, services or benefits actually rendered, dues, assessments or fees, or arising from contract or otherwise, and the Club shall have the right to enforce any such obligation or obtain damages for its breach. Dues obligations are considered a debt to the Club that become incurred on the first day of January of each year.

- By Lapsing: A membership shall be considered as lapsed and automatically terminated if the member's dues remain unpaid 60 days after the 1st day of January. Rejoining the Club will require a new membership application as stated in Article III, Section 3.
- By Expulsion: A membership may be terminated by expulsion as provided in Article VII, Section 4.

Article IV: Meetings

Section 1. Annual Meeting.

The Annual Meeting of the Club shall be held within the first quarter of each year unless otherwise determined by the Board of Directors. At least thirty (30) days prior to the Annual Meeting, the Board shall mail^{*(2)} written notice of the meeting to each member in good standing at the address of such member appearing on the records of the Club. The notice should state the place, time, location of the meeting, and the names of all candidates for election who have been nominated pursuant to these Bylaws. The quorum for the Annual Meeting shall be three percent (3%) of the total membership in good standing present in person and not by proxy.

Section 2. General Meetings.

General meetings of the Club shall be held quarterly, at such date, hour, and place as may be designated by the Board of Directors. Special interest events shall be scheduled throughout the Club year by the Board and directed by the appropriate Officer. Notice of each meeting or event shall be mailed^{*(2)} to each member in good standing to the address of such member appearing on the records of the Club and published on the Club's website by the Board at least (30) days prior to the event or meeting. The notice of the general meeting shall state the place, time, and location of the meeting. The quorum for a general meeting shall be three percent (3%) of the members in good standing present in person and not by proxy.

Section 3. Special meetings.

Special Club meetings of the Club may be called by the President or by a majority vote of a quorum of the Board who are present at a meeting of the Board or upon receipt by the Secretary of a petition signed by five members of the Club in good standing. The Board shall mail^{*(2)} written notice of the place, date, and hour of the meeting to each member in good standing on the date the notice is mailed to the address of such member appearing on the records of the Club at least 14 days and not more than 30 days prior to the date of 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 three percent (3%) of the total membership in good standing present in person and not by proxy.

Section 4. Board meetings.

Board meetings shall be held at times and places as designated by a majority of the Board. The quorum for a Board meeting shall be a majority of the then members of the Board, but in no event less than four members of the Board of Directors. The board meetings may be held via teleconference technology, as long as it allows all

persons participating to hear each other at the same time. An act or decision done or made by a majority of the Director/Officers present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

Section 5. Voting.

Each member, other than a Junior Member, in good standing and whose dues are paid for the current year shall be entitled to one vote on each matter submitted to a vote of the members; provided, however, that where matters are submitted to the members for determination by written ballot, only those members in good standing and whose due are paid on the date the ballots are mailed or delivered to the membership shall be entitled to cast a vote. Voting by proxy shall not be allowed. Cumulative voting^{*(1)} shall not be allowed.

Article V: Directors/Officers:

Section 1. Board of Directors.

The Board shall be comprised of the President; Secretary; Vice-President - Performance; Vice-President Field; Vice-President - Breed; and two (2) Board Members (supporting the VP positions). All Board members shall be members in good standing and residents of Northern California. Each shall be elected for two-year terms at the Club's Annual Meeting and shall serve until his or her successor is elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

- 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 Bylaws.
- The Vice-Presidents shall be responsible for promoting their special area of interest.
- The Secretary shall keep a record of all meetings of the Club. Minutes of all meetings shall be kept in written form. The Secretary shall have charge of the correspondence, notify members of meetings, notify Directors/Officers of their election to office and carry out such duties as prescribed by these Bylaws.

Section 2: Term of office.

Directors/Officers shall be elected for one two-year term by majority of members vote at the Annual Meeting. No Director/Officer may serve more than two consecutive terms in one position, except that serving less than twelve months of an unexpired term shall not be considered as one of the terms. The immediate past President shall serve for one year as a de facto (non-voting) member of the Board. The membership of the Board shall be divided into two groups, so arranged that one half of the board be elected each year. The term of office shall commence immediately after the announcement of the election at the Annual Meeting and shall terminate immediately after the announcement of the election of the second Annual Meeting thereafter.

Even year elected Directors/Officers	Odd year elected Directors/Officers
Secretary	President
Vice-President - Field	Vice-President Performance
Vice-President - Breed	Board Member

Board Member	
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Section 2.5: Absentee Board Members.

Two consecutive absences from Board meetings without the approval of the President shall constitute a resignation from the Board. Vacancies are to be dealt with as addressed in Section 3.

Section 2.6: Non-Voting Board Members

- The immediate past President shall serve for one year as a de facto (non-voting) member of the Board
- The Treasurer is a Board-designated agent. The Treasurer shall collect and receive all monies due and belonging to the Club. Responsibilities also include the following:
 - Deposit the same in a bank satisfactory to the Board, in the name of the Club
 - Maintain financial books which shall at all times be open to inspection by the Board
 - Report to the Board at every meeting the condition of the Club's finances.
 - At the annual meeting, render an account of all monies received and expended during the previous fiscal year. The annual financial report will be made available to all members by mail upon request, and available not later than May 15th (due to corporation tax returns being due in May). This report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of the Treasurer or Board-designee that such statements were prepared without audit from the books and records of the corporation. Pursuant to the requirements of California Corporation Code, Section 6322, the report shall also include a statement briefly describing any transaction or indemnification involving more than \$50,000, either separately or in the aggregate and any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Club pursuant to Section 5238; provided that no such report need to made in the case of indemnification approved by the members under paragraph (2) of subdivision (e) of Section 5238.

Section 3: Vacancies.

A vacancy on the Board of Directors occurs when a Director/Officer resigns, dies, becomes incapacitated, or fits within the circumstances enumerated in California Corporation Code, Section 5221(a). Any vacancy on the Board of Directors shall be filled by an eligible member of the Club elected by the majority vote of the remaining members of the Board of Directors at its first regular meeting following the occurrence of the vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of the President shall be filled by the eligible Vice-President who receives the majority vote of all the remaining members of the Board of Directors, and the resulting vacancy in the office of the Vice-President shall be filled by the majority of the remaining Board of Directors. Any member so elected shall be entitled to serve for the time remaining in the term of the office so vacated.

Section 4: Eligibility for the Board of Directors.

No person shall be elected to the Board of Directors who has not been a member of this Club for the year prior to their nomination.

Section 5: Election of Directors/Officers.

- The Annual Meeting of the membership shall be held in the first quarter of each year unless the Board fixes another date and so notifies the membership as provided in Article IV Section 1, of these Bylaws. At this meeting the Directors/Officers shall be elected and any other proper business may be transacted.
- No person may be a candidate for election who has not been nominated pursuant to these Bylaws. Voting is by ballot, and the winners are determined by a majority of the votes cast as counted by the Inspector of Election.
- Each member is entitled to cast one vote among the candidates listed for each office. The candidate receiving the greatest number of votes so cast shall be declared the winner. Cumulative voting^{*(1)} is not permitted.
- An Official Ballot will be sent by mail^{*(2)} to each member. The completed ballot should be returned to one of the Inspector of Elections. If any member loses his or her ballot or fails to receive a ballot an official replacement ballot may be requested by filing a written request with the Secretary, or obtain a replacement ballot at the Annual Meeting.
- Inspector of Elections:
At least 30 days prior to the annual meeting, the Board shall appoint two Inspectors of Elections, from among the members in good standing, and who are neither members of the current Board of Directors or candidates on the ballot, to count the ballots. A ballot will be valid if it is signed^{*(3)} and received by the Inspector of Elections at least twenty-four hours prior to the annual meeting or presented in person at the annual meeting.

Article VI: Committees

Section 1: Appointment of Committees.

The Board of Directors may each year appoint standing committees to advance the work of the Club in such matters as Nominating, Awards, Membership and other areas it may deem necessary to the functioning of the Club. Special committees may also be appointed by the Board to assist it on particular projects. All committees shall be subject to the final authority of the Board.

Section 2: Nominations.

The nominating committee shall consist of a least three (3) members, of which one (1) must be a member of the Board. No later than the third quarter of the year, the committee's Chair shall be appointed by the Board. The Committee shall nominate a slate of proposed Officers/Directors for Board consideration. No person may be a candidate for more than one position. The Committee shall nominate one candidate for each office after securing the consent of each person so nominated. The closing of said nominations shall be at the fourth quarter General Meeting. Additional nominations from the membership may be made during the fourth quarter General Meeting by any member in attendance provided that the person so nominated does not decline when proposed and further that if the proposed candidate is not in attendance at this meeting, the candidate shall provide to the Board a written statement signifying willingness to be a candidate. The Board must approve the slate of proposed

Directors/Officers and the Board must vote upon them individually with a majority of Directors voting. Nominations cannot be made at the annual meeting or in any other manner other than is provided in this section.

Article V11: 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 another member for alleged misconduct prejudicial to the best interest of the Club or 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 as provided for herein) following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider by a majority vote of its members, whether the actions alleged in the charges, if proven, constitute conduct prejudicial to the best interest of the Club or the breed. If the Board considers that the charges do not allege conduct which is 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 hearing date not less than three weeks nor more than six weeks thereafter by the Board, or the Board may appoint a committee of two Board members and three members of the Club in good standing to hear the charges. Not less than twenty (20) days prior to the fixed hearing date, the Secretary shall send, to the last address of the member shown on the Club's records, one copy of the exact charges to the accused member by registered mail, together with a notice stating the date, hour and place of the hearing wherein he or she is directed to appear, and assuring that he or she may personally appear in his or her own defense and bring witnesses. The location of the hearing shall be in proximity to the place of residence of the accused.

Section 3: 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 the evidence and testimony presented by the complainant and defendant, the Board or Committee may by a majority vote of its members suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing, provided, however, that if the Board or Committee deems a suspension insufficient punishment, it may also recommend to the membership that the penalty be expulsion, and in such case, the suspension shall extend to the next Annual Meeting if that will occur more than six months from the date of the hearing. A suspension running concurrently with a recommendation of expulsion, shall not restrict the defendant's right to appear before his fellow members at the ensuing annual 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 in written form and filed with the Secretary. The Board, in turn, shall promptly notify each of the parties of the decision and penalty, if any.

Section 4: Expulsion.

Expulsion of a member of the Club may be accomplished only at the annual meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in Section 3 in this Article. The

defendant shall have the privilege of appearing in his own behalf to argue his or her case against expulsion though no evidence shall be taken at this meeting. The President shall first read the charges and the findings and recommendations of the Board or Committee, and then shall invite the defendant, if present, to speak in his own behalf. The membership shall then vote by secret ballot on the proposed expulsion. Provided a quorum is present at the meeting, a 2/3 vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted the suspension imposed shall continue for any remaining period thereof. A member who is expelled or suspended or whose membership is terminated shall be liable for any charges incurred, services or benefits actually rendered, dues, assessments or fees incurred before the expulsion, suspension or termination or arising from contract or otherwise.

Article V111: Indemnification

Section 1. Right of Indemnity.

The Club shall indemnify any person who is or was a director, officer, employee or other agent of the Club pursuant to and to the fullest extent permitted by California Corporations Code, Section 5238

Article IX: Insurance

The Club shall purchase and maintain a liability insurance policy issued to the Club or personally to each of the Director/Officers, either in the form of a general liability policy or a director's and officer's policy, to cover monetary damages caused by a Director/Officer's negligent act or omission in the performance of his or her duties as a Director/Officer. The Board of Directors shall make all reasonable efforts in good faith to obtain available liability insurance and insurance to secure the benefits afforded by California Corporations Code, Section 5238. The Club shall have no power to purchase and maintain insurance to indemnify a person who is or was a director, officer, employee or other agent of the Club for a violation of Section 5233 of the California Corporation Code.

Article X: Club's Official Year

The Club's official year shall begin immediately after the announcement of the election at the Annual Meeting and shall continue through the announcement of the election at the next Annual Meeting. The Club's fiscal year shall begin on the first day of January of each calendar year and shall end on the 31st day of December in each year.

Article XI: Amendments

Amendments to the Bylaws may be proposed, at any time by any member of the Board of Directors or by written petition on the question addressed to the Secretary and signed by five percent (5%) of the members in good standing. Amendments proposed shall be promptly considered by the Board of Directors and within sixty (60) days of receipt of the petition the Secretary shall mail to each member in good standing a copy of the proposed amendments along with an explanation of the purpose of each amendment, the recommendation of the Board of Directors on each amendment, and a ballot to vote to approve or disapprove of each amendment. The ballot shall specify a date not less than thirty (30) days after the date of the mailing by which the ballots must be received by

the Secretary to be counted. A favorable vote of two-thirds (2/3) of the members in good standing within the stated time limit shall be required to adopt any such amendment.

Article XII: Dissolution

The Club may be dissolved at any time by the written consent of not less than a majority of the members. In the event of dissolution of the Club, whether voluntary or involuntary or by operations of law, except for the purpose of reorganization, 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 the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

Article XIII: Order of Business

Section 1: Club Meetings.

At meetings of the Club, the order of business so far as the character and nature of the meeting may permit shall be as follows:

- Roll Call
- Minutes of the last meeting
- Report of the President
- Report of the Vice Presidents
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Old Business
- New Business
- Election of Officers and Board (at annual meeting)
- Election of new members
- Adjournment.

Section 2: Board Meetings.

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

- Roll Call
- Approval of the minutes of the last Board meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Vice Presidents
- Reports of the Committees
- Old Business
- New Business
- Adjournment

Article XIV: Parliamentary Authority

The current edition of Robert’s Rules of Order shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Club may adopt.

Glossary:

- 1. Cumulative Voting:** Voting for more than one person for a given position.
- 2. Mail/Written Notice:** All club notices must be sent via a valid mailing service (such as the US Postal Service), e-mail, or Golden Notes.
- 3. Signature:** Email sent from a known member email address, for the purposes of voting, is considered equivalent to a written signature.

We, the undersigned Directors of NORCAL Golden Retriever Club, Inc. a California Nonprofit Corporation, and, pursuant to the authority granted to the Directors by these Bylaws to take action hereby do adopt the following Bylaws as the Bylaws of this Corporation. These Bylaws are adopted as the full and complete replacement of any and all NORCAL Golden Retriever Club’s Bylaws currently in existence.

Dated: February 11, 2018

Signature---President - Laura Finco

Signature---Secretary - Tammy Ballew

Signature---VP Breed - Jennifer Masterson

Signature---VP Performance - Christine Hsu

Signature—VP Field - Debbie Tandoc

Signature—Board Member - Ken Blanchard

Signature—Board Member - Patti Kostakis