

HUNTING RETRIEVER CLUB, INC.

CONSTITUTION

AND

BY-LAWS



AFFILIATED WITH
UNITED KENNEL CLUB, INC.
AN INTERNATIONAL ORGANIZATION
"Conceived by Hunters for Hunters"

CONSTITUTION & BY-LAWS

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¹Approved at the 1993 Annual Meeting. In all cases was General membership

HUNTING RETRIEVER CLUB, INC.

CONSTITUTION

Commented [R1]: The only substantive change in the Constitution was location of the home office and the term non-profit was changed to not for profit to be consistent with the verbiage used in the rest of the Constitution. All the other changes were grammar, spelling, inappropriate use of capitalization, etc.

PREAMBLE

The Breeders and Fanciers of Hunting Retrievers have organized themselves as the Hunting Retriever Club Inc. (HRC) and affiliated with the United Kennel Club, Inc. (UKC) for the express purpose of advancing the principles of the Hunting Retriever Club, Inc. and the United Kennel Club, Inc. and to work collectively toward the betterment of Hunting Retrievers as a whole and to influence the breeding and training of a better and finer Hunting Retrievers; to provide hunters and Hunting Retrievers a series of actual Hunting tests in a controlled system environment and furnish an ongoing educational program for the Hunters for their training, experience, and sporting competition. Further, it is the purpose of this Association to support and protect the inherent rights of its members² to own, hunt, bear arms, to promote the breed and type of dog of their choice and promote complimentary conservation and management of game birds and wildlife species commonly pursued by the members of the Hunting Retriever Club, Inc.

ARTICLE I. NAME

The name of this Association shall be the Hunting Retriever Club, Inc. The home office shall be the residence of ~~the #1 President~~ HRC Administrative Coordinator.

ARTICLE II. OBJECTIVES AND POWERS

The objectives which this not for profit association is formed are:

- A. To organize and charter associated clubs of persons interested in Hunting Retrievers throughout the World³.
- B. To aid in the enactment of legislation and assist other not-for-profit organizations to the degree that it will advance the purpose of this association.
- C. To purchase, take, own or hold; lease, sell or exchange or dispose of, real or personal property and to enter into contracts of every kind for any lawful purpose with any person, firm or political subdivision of any government; and to do such as necessary or expedient to carry out the purposes of this association, not forbidden by law or this association.
- D. To receive contributions ~~and donations~~ and accumulate these for any purpose herein stated not prohibited in respect to a not for profit corporation.
- E. To possess and exercise all rights and powers not prohibited to a ~~non-profit~~ not-for profit corporation.
- F. Herein above stated powers shall be used to create a closer relationship and to instill confidence between breeder, owner, and fancier of the Hunting Retrievers and to improve the breed and performance of all Hunting Retrievers breeds through the use of the Hunting tests set forth by the Hunting Retriever Club Inc. and the United Kennel Club Inc. in Kalamazoo, Michigan.

² Approved at the 1992 Annual Meeting – changed America to members

³ Approved at the 1992 Annual Meeting – established HRC Foundation

ARTICLE III. MEMBERSHIP

The qualifications for membership, officers, and the different classes of memberships, if any, voting rights, other rights and privileges of each class of members, liability for dues and assessments and the method of collection thereof shall be governed by and set forth in the By-Laws of this Association.

ARTICLE IV. AFFILIATION

(Formerly Article IX of the Original Articles of Incorporation)

The Hunting Retriever Club Inc. shall be affiliated with the United Kennel Club, Inc. There shall be no other affiliation with any other registering office, club, association, or groups. This Article of this Constitution shall not be subject to change at present or in the future.

ARTICLE V. DISSOLUTION

In the event of the dissolution of the Association, all property and assets shall be distributed to a not for profit Non-Profit Corporation to be selected by the Board of Directors of this association. Such not for profit Non-Profit Corporation shall use the property and assets to promote conservation and management of game birds or wildlife species of interest to the members of this club; and in no event shall any of the assets of this association or proceeds of such assets, in the event of dissolution, be distributed to any of the members or any private individual.

ARTICLE VI. AMENDMENTS

1. These Articles of Incorporation and Constitution may be amended in any manner prescribed by law and⁶² upon resolution of the Board of Directors of this Association and approved by two-thirds of the Directors present in person or by Proxy at the regular Board of Directors Meeting.^{4 63}
2. Proposals for amending The Constitution must be received in writing by the HRC Nnational Secretary by 12:00 pm CST March 1st in order to allow adequate time to be distributed to the membership.⁶⁴

ARTICLE VII.

The foregoing is an amended Constitution and Articles of Incorporation and shall supersede Articles I through Article XII of the original Articles of Incorporation.

**APPROVED BY VOTE OF THE BOARD OF DIRECTORS - October 11, 1985
AMENDED AS NOTED**

⁴ Approved at the 1992 Annual Meeting – Original verbage verbiage "approved by two-thirds of the total members voting in said association"
Removed 2015

⁶² Approved at the 2015 Annual Meeting. - Replaced "or" with "and" .

⁶³ Approved at the 2015 Annual Meeting. – Added Directors present or by Proxy at the regular BOD meeting.

⁶⁴ Approved at the 2015 Annual Meeting. – Item 2 added.

HUNTING RETRIEVER CLUB, INC.

BY-LAWS

ARTICLE I. MEMBERSHIP

Membership in this Association shall consist of Associated Hunting Retriever Clubs, the members thereof and Members at Large⁵, granted by this Association. No person shall be eligible for membership in an associated Hunting Retriever Club who is not a member in good standing of the Hunting Retriever Club, Inc.

SECTION A - ASSOCIATED CLUB MEMBERSHIP

Original application for an associated Club membership shall be presented to the Treasurer of the Hunting Retriever Club, Inc. upon forms provided, along with a list of members and their addresses. Such members of an Associated Club shall have 30 days in which to become members in good standing of the Hunting Retriever Club, Inc. Only members in good standing with HRC. can vote on situations within the associated Club that they are a member of.

Commented [R2]: Moved from Article II

SECTION B - CLASSES OF MEMBERSHIP

1. Active Members

Any breeder, owner and/or fanciers of Hunting Retrievers regardless of sex, race, religion, creed, color, or national origin or disability may be eligible for membership in said Association subject to the rejection by the Executive Committee of this Association.

2. Members at Large

Membership at Large may be granted to any individual eligible under these By-Laws, providing such person is in a locale in which there is no existing convenient Hunting Retriever Club subject to the right of rejection reserved to the Hunting Retriever Club, Inc Executive Committee. A Member at Large cannot hold a national office, either elective or appointed which would carry the right to vote on the Board of Directors, but such person may be a member of a committee or a committee chairman.

Commented [R3]: Above states rejection by the EC; therefore, added here so they would read the same.

Upon the granting of a club membership of a Hunting Retriever Club within the area of the residence of any Member at Large, such membership may be transferred to such associated Club, subject to all membership requirements of such associated club.

3. Honorary Life Membership

Upon the signed recommendation of one member, seconded by another member and by a three-fourths vote by secret ballot at the annual Board of Directors meeting, Honorary Life Membership can be conferred upon an adult member of the association who shall have rendered notable and outstanding service to the Hunting Retriever Club, Inc. A Honorary Life Member shall be entitled to all privileges of any member in the association without payment of annual dues.

ARTICLE II. DUES

SECTION A. - DUES

⁶Annual dues for Associated Hunting Retriever Clubs will be determined by the Executive Committee. The dues will be remitted to the Hunting Retriever Club, Inc. Treasurer by June 1, of that year. The Associated Club not current on their Annual dues, will not be entitled to a vote at the National Meeting and will be declared delinquent if dues are not paid by September 1, of that year.

⁷Dues for Members at Large and individual Members of the Associated Clubs are set by Hunting Retriever Club Inc. (HRC) & United Kennel Club inc. (UKC). Such dues are for twelve months beginning with the anniversary date of receipt of such payment. Such dues can be changed annually by the HRC and UKC. Members at large, individual and family membership dues will be remitted directly to the United Kennel Club, Inc., who in turn will forward a minimum of \$7.50 from each membership fee to the Treasurer of the Hunting Retriever Club, Inc., on a monthly basis".

SECTION B.

Original application for an Associated Club membership shall be presented to the Treasurer of the Hunting Retriever Club, Inc. upon forms provided, along with a list of members and their addresses. Such members

Commented [R4]: Moved to Article I Membership

of an Associated Club shall have 30 days in which to become members in good standing of the Hunting Retriever Club, Inc. Only members in good standing with H.R.C. can vote on situations within the Associated Club that they are a member of.

SECTION C. CLASSES OF MEMBERSHIP

1. ACTIVE MEMBERS

Any breeder, owner and/or fanciers of Hunting Retrievers regardless of sex, race, creed, religion, color, or national origin occupation or disability may be eligible for membership in said Association subject to the rejection by the Executive Committee of this Association.

2. MEMBERS AT LARGE

Membership at Large may be granted to any individual eligible under these By-Laws, providing such person is in a locale in which there is no existing convenient Hunting retriever Club, subject to the right of rejection reserved to the Hunting Retriever Club, Inc Executive Committee. A Member at Large cannot hold a national office, either elective or appointive which would carry the right to vote on the Board of Directors, but such person may be a member of a committee or committee chairman.

Upon the granting of a club membership of a Hunting Retriever Club within the area of the residence of any Member at Large, such membership may be transferred to such Associated Club, subject to all membership requirements of such associated club.

3. HONORARY MEMBERSHIP

Upon the signed recommendation of one member, seconded by another member and by a three-fourths vote by secret ballot at the annual Board of Directors meeting, Life Membership can be conferred upon an adult member of the association who shall have rendered notable and outstanding service to the Hunting Retriever Club, Inc. A life member shall be entitled to all privileges of any member in the association without payment of annual dues.

⁵ Approved at the 1992 Annual Meeting

⁶ Approved at the 1999 Annual Meeting – changed due date from Jan. 1 to June 1, added voting stipulation at Annual Mtg., added ~~delinquency~~delinquency as 9/01.

⁷ Approved at the 1999 Annual Meeting. Delete specific amount of dues, add HRC to have authority to change amount with UKC and specify current amount forwarded to HRC.

⁸ Approved at the 1993 Annual Meeting

SECTION D. SUSPENSION AND/OR EXPULSION OF MEMBERS/CLUBS

1. Any member of the Association may be suspended, expelled or otherwise disciplined by a majority of the Executive Committee voting by secret ballot for conduct by word, deed, or act detrimental to said Association.

1. Any Associated Club may be suspended, expelled or otherwise disciplined by a majority of the Executive Committee voting by secret ballot if such club has failed to host a hunting retriever trial open to all Hunting Retriever Club, Inc. members for a period of two years, or for conduct by word, deed, or act detrimental to said association by the Club.

2. An individual member or Associated Club so suspended, expelled or otherwise disciplined shall have the right to appeal to the **Executive Committee** ~~Board of Directors~~ for reinstatement. The said appeal shall be filed in writing with the Secretary of this Association within seven consecutive calendar days after said expulsion. The appeal for reinstatement shall be acted upon at the next **Executive Committee** ~~annual Board of Directors~~ meeting. ~~Reinstatement shall be granted upon a simple two-thirds majority vote of the voting Directors present at the meeting. Voting on said appeal to be by secret ballot.~~

Commented [R5]: Changed from Board of Directors to EC

ARTICLE III. OFFICERS

SECTION A. - ELECTED OFFICERS¹¹

The elected officers of this Association shall be: President, Vice President, Secretary, and Treasurer. The officers shall be elected by the Board of Directors who shall be members of **H.R.-CHRC** in good standing. The elected officers shall constitute the Executive Committee and shall be responsible for developing, implementing, and maintaining **P**olicies and **P**rocedures which provide for the effective and efficient management of the **A**ssociation as prescribed by the Constitution and By-Laws.

All elected officers shall hold office for a term of two years or until their successors are elected; except for a term to fill a vacancy which term shall be until the next regularly scheduled **E**lection of **O**fficers. No elected officer shall be eligible to serve more than two full two-year consecutive terms in the same office¹³
¹⁴.

To be eligible for nomination as a **N**ational **O**fficer of HRC, the following requirements must be met:⁶⁰

1. Such person will have been a member in good standing of HRC, Inc. for at least one year.¹²
2. Such person will have been a member in good standing of his/her designated home club for at least one year.
3. Such person shall have held an office in ~~their~~**their** designated home club.
4. An **O**fficer of the persons home club seeking nomination is the only person that is authorized to recommend an individual for a **N**ational office.
5. The Nominating Committee must receive all completed paperwork by midnight March 1st of the election year. If there are no qualified candidates seeking office then nominations may be made from the floor, ~~however, -but~~ requirements 1-3 must be met.
6. No self-nominations.

¹⁵No elected **O**fficer shall be paid for their services other than for reimbursements.

The term of office of elected officers shall begin¹⁶immediately following the annual¹⁷Board of Directors meeting.

⁹ Approved at the 1995 Annual Meeting – changed from membership to BOD

¹⁰ Approved at the 1993 Annual Meeting

¹¹ Approved at the 1992 Annual Meeting – duties of EC

¹² Approved at the 2000 Annual Meeting – changed format in 2014, added ~~vacancy~~**vacancy** stipulation and two full two year term.

¹³ Approved at the 1996 Annual Meeting – “except Secretary”

¹⁴ Approved at the 2010 Annual Meeting - removed Secretary exemption

¹⁵ Approved at the 1999 Annual Meeting – language added

¹⁶ Approved at the 1987 Annual Meeting – language added "begin immediately" from October following

¹⁷ Approved at the 1993 Annual Meeting

⁶⁰ Approved at the 2014 Annual Meeting – clarify all requirements to qualify as a [candidate](#) in one place

SECTION B - VACANCIES

Any vacancies occurring on the Executive Committee during the year shall be filled until the next Board of Directors ~~M~~meeting or regularly scheduled ~~E~~election of ~~O~~officers, whichever occurs first, by appointment of the President with the concurrence of the Executive Committee. The office of President shall be filled automatically by the Vice-President. The resulting vacancy in the office of the Vice-President shall be filled until the next Board of Directors ~~M~~meeting or regularly scheduled ~~E~~election of ~~O~~officers, whichever occurs first, by appointment of the President with the concurrence of the Executive Committee. The term of office to fill a vacancy shall be until the next regularly scheduled ~~E~~election of ~~O~~officers¹⁸

ARTICLE IV - BOARD OF DIRECTORS

¹⁹The Hunting Retriever Club, Inc. Board of Directors, subsequent to the terms of the Founding Board of Directors, shall consist of the members of the ~~N~~national Executive Committee, the ~~out-going~~~~outgoing~~ National President, and the President of each associated Hunting Retriever Club, or such other member of said associated Club duly elected to serve in his stead.

ARTICLE V. COMMITTEES

~~The President is authorized to remove or replace, with concurrence of the Executive Committee members, with or without cause, a member of any appointed committee or position.~~

Commented [RA6]: Added this statement at the beginning of the Article so it would apply to all committees. Therefore, deleted after each section,

SECTION A - NOMINATING COMMITTEE

A ~~N~~nominating ~~e~~Committee shall consist of five members in good standing appointed by the President for the purpose of presenting a slate of officers to the membership. One of the five shall be designated by the President to be the chairman of the committee. The appointed shall be from different Regions²⁰, and no more than one member shall be from the Executive Committee. Individuals nominated for office shall be contacted prior to being officially ~~nominat~~~~nominated~~ to see if they are willing to serve in the office for which they have been nominated.⁶¹

~~²⁴The President is authorized to remove or replace, with concurrence of the Executive Committee members, with or without cause, a member of any appointed Committee or position.~~

SECTION B - AUDITING COMMITTEE

The Auditing Committee shall consist of three members in good standing appointed by the President. One member will be designated by the President to be the ~~re~~ Committee Chair.⁶⁵

Duties include:

1. Auditing accounts of the HRC, Inc. ~~National Treasurer~~, The HRC Foundation, Inc and The International Grand prior to the annual meeting.⁶⁶
2. They will report the results of their audits to the Board of Directors at the Annual²² Board of Directors Meeting.
3. They will be responsible for counting ballots in the election of ~~N~~national ~~O~~officers.⁶⁷

~~²³The President is authorized to remove or replace, with concurrence of the Executive Committee members, with or without cause, a member of any appointed Committee or position.~~

SECTION C - ²⁴HRC INTERNATIONAL GRAND HUNT COMMITTEE²⁵

The HRC International Grand Hunt Committee shall consist of at least six²⁶members. This will include the President, three members appointed by the President, and two appointed members from the HRC International Grand Hunt host Club. One of the three appointed members will be ~~elected~~ **appointed as** Chairman of the Committee **by the President**. Appointed members will have voting privileges. The President will vote in the case of a tie vote. The duties²⁷ of the Committee will include fundraising, media coverage, site location, budgeting, awards, invitations & premiums, selection of ~~J~~judges, collection of fees, and coordination with local clubs.

Commented [R7]: Appointed by the President is consistent with how other committee Chairman's are established.

~~²⁸The President is authorized to remove or replace, with concurrence of the Executive Committee members, with or without cause, a member of any appointed Committee or position.~~

¹⁸ Approved at the 2000 Annual Meeting – added vacancy term

¹⁹ Approved at the 1992 Annual Meeting – language added

²⁰ Approved at the 1992 Annual Meeting – ~~language~~ language added

²¹ Approved at the 1995 Annual Meeting – language added

²² Approved at the 1993 Annual Meeting – Reporting at Annual BOD meeting sentence formatted into line item 2015.

²³ Approved at the 1995 Annual Meeting – language added

²⁴ Name Change Approved at the 1999 Annual Meeting from grand Hunt

²⁵ Approved at the 1987 Annual Meeting – Formation of GC

²⁶ Approved at the 1989 Annual Meeting – changed 5 members to 6

²⁷ Approved at ~~the~~ 1989 Annual Meeting - duties established

²⁸ Approved at the 1995 Annual Meeting – language added

⁶¹ Approved at the 2014 Annual Meeting – Removed minimum of two individuals nominated for each office,

⁶⁶ Approved at the 2015 Annual Meeting – Committee Chair appointment added

⁶⁶ Approved at the 2015 Annual Meeting – HRC Inc. and Int'l Grand added to the auditing accounts

⁶⁷ Approved at the 2015 Annual Meeting – Added Line Item 3

SECTION D-COMPLAINT REVIEW COMMITTEE

The Complaint Review Committee (CRC) shall consist of 5 persons appointed by the President. Each member shall serve for four years. Should any member of the committee be removed or unable to serve their term, a replacement shall be selected by the President. ~~Any appointed~~ member shall serve until the original member's term would have expired. Term Limits: No member of the CRC may serve more than two consecutive 4- year terms.

The President shall designate one of the members as the chairman of this committee. The Chairman shall select a member as Committee Secretary, charged with ~~faithfully~~ recording minutes of all meetings of the Committee.

The Executive ~~Committee will~~ ~~may~~ forward any complaints filed ~~with it~~, to the CRC for investigation. The minutes shall be available for inspection at the Board of Directors Meeting, provided all names and personal identifying information (address, phone number, email address, etc.) of any persons contained in the minutes shall be redacted and may not be released without the written consent ~~to such release~~ by the person so identified.

Upon receipt of a formal complaint from the Executive Committee, the CRC Chairman shall distribute copies of the complaint to each member of the CRC electronically as soon as practicable. A brief email, electronic or telephone conference of the committee shall be held within 3 days of the receipt of the complaint to ensure its receipt by all members and to schedule a meeting to formally review the complaint. The Chairman, or another committee member at the chairman's direction, ~~will~~ ~~may~~ contact the person filing the complaint, the responding party, and/or any member of the Hunt Committee of the club where the complaint was filed, ~~in an effort to f the committee feels further or clarify~~ ~~clarify~~ information ~~is needed~~. Within 31 days of the chairman's receipt of the complaint, the CRC shall present the results of its investigation via email to the Executive Committee, including: a brief summary of the allegations, a complete list of steps taken by the CRC in its investigation, and the conclusions of its investigation.

SECTION DE. - RUNNING RULES COMMITTEE²⁹

The Running Rules Committee shall consist of one representative of each region of ~~the~~ HRC, and the President of ~~the~~ HRC. Regional representatives shall be elected by majority consent of the Presidents of each of the member clubs of the region. The Regional UKC/~~HRC~~ Field Representative shall coordinate the election of the Region's Running Rules Committee Representative. In the event that any region does not elect a representative, the President shall appoint a knowledgeable member from that region. Each member shall serve a two year term ³⁰which shall begin and end in years that are opposite the election of the ~~National~~ Executive Committee, except for 1995 whose members terms shall be for one year which will allow the above timetable to effectuate. Members may be re-elected as many times as may be dictated by majority consensus. The Committee shall elect a member as Chairman.

The Running Rules Committee shall coordinate effective and appropriate running rules changes as may be required based on ~~C~~committee direction and proposals submitted and sponsored by member clubs, the UKC, the ~~N~~national Executive ~~Committee~~, Regional UKC Field Representatives, and any members in good standing. The Running Rules Committee shall operate according to the "HRC Running Rules Committee Charter" approved by the Board of Directors.

~~31The President is authorized to remove or replace, with concurrence of the Executive Committee members, with or without cause, a member of any appointed Committee or position.~~

SECTION E. - OTHER COMMITTEES

Such other committees, standing or special, shall be appointed by the President, from time to time as deemed necessary to carry on the work of the association. The President shall be the ex officio member of all committees except the Nominating Committee.

~~32The President is authorized to remove or replace, with concurrence of the Executive Committee members, with or without cause, a member of any appointed Committee or position.~~

ARTICLE VI. DUTIES

SECTION A. - ELECTED OFFICERS

PRESIDENT

³³The President serves as the presiding officer and spokesman of the Hunting Retriever Club, Inc. The President shall preside over all meetings of the membership and the Executive Committee. As executive and managerial head of the Hunting Retriever Club, Inc., the President shall be responsible for the preservation and maintenance of the highest principles of the association. The President shall have authority to appoint any and all committees as the President may deem necessary to carry out the business or interests of the association. The President shall serve as an ex officio member of all committees except the Nominating Committee. As an ex officio member of the committees, the President has the same rights as the other committee members, but is not obligated to attending meetings of the committees.

The incumbent serves as administrative head of the Hunting Retriever Club, Inc. and acts under the immediate direction of the Executive Committee. The President is responsible for the day to day administration of the Association between Executive Committee or ³⁴Board of Directors meetings.

Where practical, the President shall seek out input from the Directors and other officers before making major decisions between meetings. In order to maintain continuity, the ~~out-going~~outgoing President shall be a voting member of the Board of Directors for the next two years.

²⁹ Approved at the 1991 Annual Meeting – Running Rules Committee formed

³⁰ Approved at the 1995 Annual Meeting – term of office changed from coinciding with EC term to begin and end opposite of EC.

³¹ Approved at the 1995 Annual Meeting – Language added for consistency

³² Approved at the 1995 Annual Meeting – Language added for consistency

³³ Approved at the 1992 Annual Meeting – “President” replaced “he/she” throughout section.

³⁴ Approved at the 1993 Annual Meeting

VICE PRESIDENT

The Vice-President assists the President in directing, coordinating and controlling activities of the Hunting Retriever Club, Inc. The President and Vice-President shall work closely together endeavoring to keep the lines of communication open to ~~insure~~ ensure the Vice-President is kept well informed. The Vice-President shall serve in an advisory capacity to the President on issues needing consultation. In the absence of the President, the Vice-President succeeds to the presidential office on the resignation, removal, death or disability of the President. The Vice-President shall accept other responsibilities as assigned by the President.

SECRETARY

³⁵The Secretary shall keep a record of all proceedings of the organization usually called the minutes. The Secretary will keep the organization official membership roll. The Secretary will maintain record book(s) in which minutes are recorded with any amendments to these documents properly recorded and have the current record books on hand at every meeting. The Secretary will make the minutes and records available to members upon request. The Secretary will preside in the absence of the President and Vice President at all meetings of the association with the same power vested in the President. The Secretary will coordinate, process, and approve new clubs with United Kennel Club.

TREASURER

³⁶The Treasurer shall hold funds deposited and make disbursements within thirty (30) days of the receipt of appropriate and approved bills. All drafts, unless previously authorized in writing by the President, on the association, will be countersigned by the President. The Treasurer is required to keep current, as nearly as possible, a balance of the ~~a~~Association funds at all times. The Treasurer shall provide to the Executive Committee such reporting as may be requested, but at a minimum, a quarterly detailed Balance Sheet. The Treasurer is required to make a full financial report annually at the Board of Directors Meeting. This report will be audited annually prior to the ³⁷ Board of Directors meeting by a Presidential appointed Auditing Committee. The Treasurer must be bonded for a sum sufficient to protect the ~~a~~Association from loss. The bond shall be the amount of the projected receipts annually. The ~~a~~Association will pay for the bond.³⁸

SECTION B. - BOARD OF DIRECTORS

³⁹The National Executive Committee, the outgoing National HRC President, and the Presidents of each ~~a~~Associated club shall act as voting members of the Hunting Retriever Club, Inc. Board of Directors; attend the meetings thereof and assist the Hunting retriever Club, Inc. and the United Kennel Club, Inc. in the perpetuation of their goals.

Only these Directors, or their properly certified proxies, shall have the right to vote at the ⁴⁰Board of Directors Meeting.

SECTION C. - EXECUTIVE COMMITTEE

⁴¹The Executive Committee, consisting of the elected officers will participate in the ~~decision-making~~ decision-making process and the general supervision of affairs of the ~~a~~Association between its business meetings and will be voting members of the Board of Directors. The incumbents will actively participate in the meetings of the Executive Committee, expressing their views, concerns, and ideas. A member of the Executive Committee will willingly serve on special committees to consider, investigate, or ~~take action~~ act on certain matters or subjects pertinent to administration of the Hunting Retriever Club, Inc.

³⁵ Approved at the 1992 Annual Meeting – addition of duty to coordinate, process, and approve new clubs with UKC.

³⁶ Approved at the 1992 Annual Meeting – “a member of the EC with full ~~privileges/privileges thereof/hereof~~, voting, motion and debate rights” was deleted

³⁷ Approved at the 1993 Annual Meeting

³⁸ Approved at the 2000 Annual Meeting – addition of “unless previously authorized in writing by President”, “minimum ~~qr~~quarterly detailed balanced sheet”

³⁹ Approved at the 1992 Annual Meeting – Language added

⁴⁰ Approved at the 1993 Annual Meeting

⁴¹ Approved at the 1992 Annual Meeting – addition of “will be voting members of the BOD”, “ideas” replaced “motions”, “member of EC” replaced “A Director”

ARTICLE VII.: MEETINGS

SECTION A. - ⁴²BOARD OF DIRECTORS MEETING

A ⁴³Board of Directors meeting of the Hunting Retriever Club, Inc. shall be held⁴⁴during the second week~~end~~ of June of each year. No licensed or Preliminary H.R.C. hunts will be permitted in conjunction or in competition with the ⁴⁵Board of Directors meeting. The place ~~and date~~ to be determined by the Executive Committee for the purpose of electing ~~O~~officers, receiving reports of ~~O~~officers and ~~C~~committees, and for any other such business that may ~~need to be presented/discussed~~arise.

1. ~~Notice~~⁴⁶Notice of the annual meeting shall be given by the Secretary to all ~~Board of Directors viaby means of electronic communications~~ members of the ~~Hunting Retriever Club, Inc.~~ not less than ⁴⁷45 days prior to the holding of such meeting. ~~Additionally, As soon as practicable, notice shall be given to members of the Hunting Retriever Club Inc. by means of to include the Hunting Retriever eCub magazine and/or, and social media platforms sanctioned by HRC such as the HRC Website, HRC Facebook page etc. In addition, and notice will be published through publication in the Hunting Retriever Club, Inc. magazine/newsletter;~~⁴⁸60 days prior to the holding of such meeting, and shall include nominees for officers (in an election year) and such other business as the Executive Committee intends to bring before ~~the~~ Board of Directors for discussion/presentation meeting.
2. ~~Quorum~~⁴⁹QUORUM. A majority of the Board of Directors present in person or by proxy at the ⁴⁹Board of Directors meeting shall constitute a quorum.
3. ~~Proxies~~⁵⁰PROXIES. At the meeting any Board of Director is entitled to vote by written proxy. The proxy shall be in the form prescribed by the Executive Committee and shall name a voting member in good standing to act as proxy. The signed Proxy shall be presented to the Hunting Retriever Club, Inc. Secretary prior to any vote. In the event that a Director attends the meeting after a proxy has been issued, the Proxy shall be null and void.

SECTION B. - SPECIAL BOARD OF DIRECTORS MEETING

1. Special⁵⁰Board of Directors meetings can be called by the President with (60) days minimum notice ~~or~~
2. When petitioned in writing by 66.7% of the Board of Directors, the President of HRC will call a Special Meeting of the Board of Directors within 30 days of receiving the petition. The HRC Secretary will notify all members of the Board of Directors at least 20 days prior to the meet~~ing~~ with ~~instructions~~⁵¹instructions on how the Special Meeting is to be held. This Special Meeting~~g~~ will be considered an official meeting of the Board of Directors but limited to the topics specified in the Petition. If ~~the~~ meeting is conducted using telephonic conferencing, all rules regarding the voting process, eligibility to vote and speak shall be the same as governed by the~~se~~ Constitution and Bylaws. Minutes of the Special Board of Directors Meeting will be recorded by the HRC Secretary and ~~timely~~ distributed ⁵²timely to all members of the Board of Directors.⁵⁹

SECTION C.-MEMBERSHIP MEETINGS

All membership meetings shall be open to members in good standing with Hunting Retriever Club, Inc.

⁴² Approved at the 1993 Annual Meeting

⁴³ Approved at the 1993 Annual Meeting

⁴⁴ Approved at the 1986 Annual Meeting – 2nd week of June added

⁴⁵ Approved at the 1993 Annual Meeting

⁴⁶ Approved at the 1992 Annual Meeting – added notification process

⁴⁷ Approved at the 1995 Annual Meeting – notice of 30 days changed to 45 days

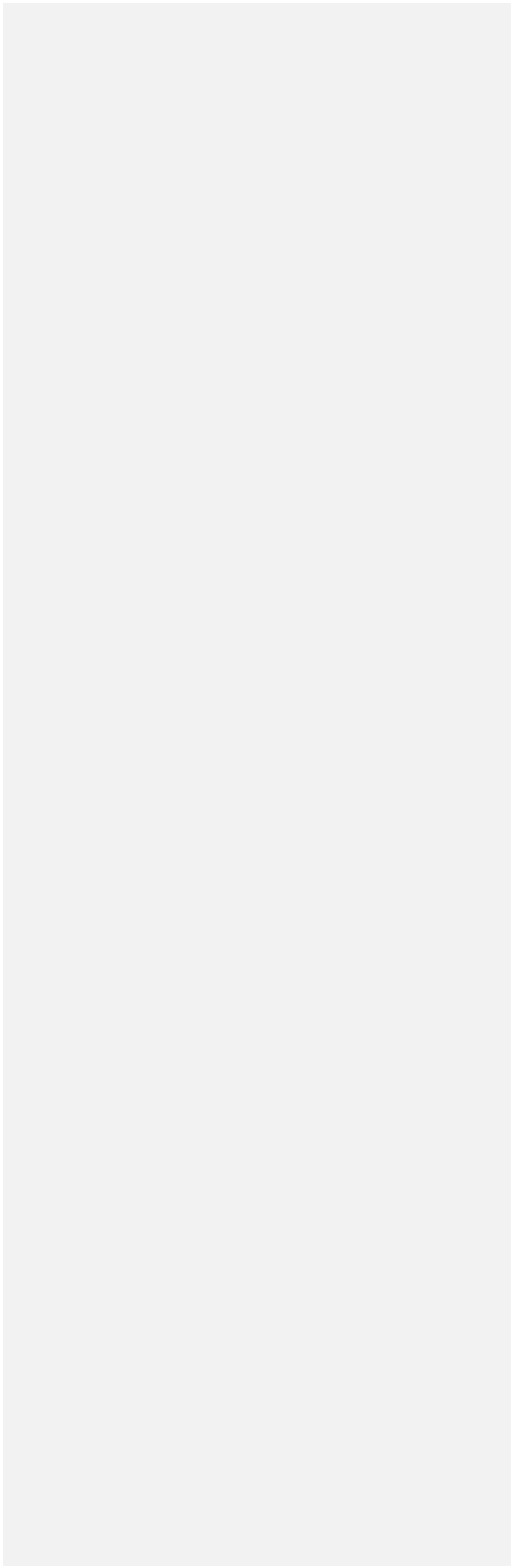
⁴⁸ Approved at the 1995 Annual Meeting – added 60 days for newsletter notification

⁴⁹ Approved at the 1993 Annual Meeting

⁵⁰ Approved at the 1986 Annual Meeting – provision for Special meeting

⁵⁹ Approved at the 2014 Annual Meeting – Item 2 was added to clarify procedure for a Special Meeting

| **SECTION D-VOTING**



All business submitted by vote to the board of Directors of the Hunting Retriever Club, Inc. shall be decided by a majority vote of the Directors present, in person or by Proxy, at the regular ⁵¹ Board of Directors meeting, except as stipulated in these By-Laws.

⁵² "Effective June 9, 1990, voting of the Board of Directors may only occur⁵³ at a ⁵⁴Board of Directors meeting.

⁵⁵ In all elections, both scheduled and special, when only two candidates are nominated for a given office, the winner shall be decided by a majority vote. In cases where there are three or more nominees for a given office, two separate votes will be required. During the first vote, the Board Members shall vote for their clubs choice from the list of nominees or write-ins. The two candidates receiving the most votes will then go into a run-off election. During the second vote, the Board Member may vote for only one of the two candidates with the most votes from the first election. The winner will be decided by a majority vote.

In the event a candidate is nominated for more than one office, the office of President shall be filled first, then Vice President, Secretary, and Treasurer; in that order. At any point, said person is elected to an office, their name is removed from the ballot for subsequent offices. Nominations for regularly scheduled Election of Executive Committee Office(s) may be made from the floor only in the event of no other nominations⁵⁶.

ARTICLE VIII. AMENDMENTS

1. These By-Laws may be amended in any manner prescribed by law and upon resolution of the Board of Directors of this ~~a~~Association and approved by two-thirds vote of the Directors present in person or by Proxy at the regular Board of Directors Meeting.⁶⁸
2. Proposals for amending the ~~B~~by-Laws must be received in writing by the HRC National Secretary by 12:00 pm CST March 1st in order to allow adequate time to be distributed to the membership.⁶⁹

ARTICLE IX. AFFILIATION

SECTION - A.

The Hunting Retriever Club, inc. shall be affiliated with the United Kennel Club, Inc. There shall be no affiliation with any other registering office, club association or groups. This ~~A~~article of these ~~B~~by-Laws⁵⁷ shall not be subject to change at present or in the future.

SECTION - B.

United Kennel Club, Inc. of Kalamazoo, Michigan, and the Hunting retriever Club, Inc. have agreed further to cooperate in the providing of rules and regulations for the running and standardization of Hunting Retriever trials which shall be conducted by the associated Hunting Retriever Club members.

SECTION - C.

To further the above, the President, with the approval of the Executive Committee is hereby granted authority from time to time to propound any changes in this agreement which is deemed advisable to be discussed with the United Kennel Club, Inc. and upon their agreement, to present to the membership at the following ⁵⁸ Board of Directors meeting for approval.

⁵¹ Approved at the 1993 Annual Meeting

⁵² Approved at the 1990 Annual Meeting – added effective date

⁵³ Approved at the 1993 Annual Meeting – removed secret ballot mailing

⁵⁴ Approved at the 1993 Annual Meeting

⁵⁵ Approved at the 1987 Annual Meeting – language added

⁵⁶ Approved at the 2000 Annual Meeting – added nominations from the floor only in the event of no other ~~nominate~~nomination

⁵⁷ Approved at the 1992 Annual Meeting – language added into By-laws to provide consistency with IV of the Constitution

⁵⁸ Approved at the 1993 Annual Meeting

⁵⁹ Approved at the 2015 Annual Meeting – Restated to same ~~verbage~~verbiage as in Article VI ~~Ammdments~~Amendments of the Constitution Line item 1.

⁶⁰ Approved at the 2015 Annual Meeting – Line item 2 added to provide consistency with Article VI of the ~~Constituion~~Constitution.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Hunting Retriever club, Inc. in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order.

ARTICLE XI. ORDER OF BUSINESS

The following order of business shall prevail at meetings of the Hunting Retriever Club, Inc.

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|--|--|
| 1. Call to Order | 8. Report of Treasurer |
| 2. Roll Call of Officers | 9. Unfinished Business (if applicable) |
| 3. Roll Call of Board of Directors | 10. New Business |
| 4. Reading and Approval of the Minutes | 11. Introduction of New Officers (if applicable) |
| 5. Report of Committees | 12. Presentation of Special Awards (if applicable) |
| 6. Report of President | 13. Adjournment |
| 7. Report of Secretary | |