

**BYLAWS
OF THE
NOVA SCOTIA DUCK TOLLING RETRIEVER CLUB (USA)**

(Amended to September 1, 2008; Effective: October 8, 2008)

ARTICLE I - NAME, PURPOSES, AND LIMITATIONS

Section 1. Name.

The name of the Club shall be Nova Scotia Duck Tolling Retriever Club (USA), hereinafter referred to as the "Club," "NSDTRC (USA)" or "Corporation," a nonprofit corporation under the provisions of *Code of Alabama, 1975*, known as the Alabama Nonprofit Corporation Act.

Section 2. Specific Purposes.

The specific purposes of the Club as provided in the Articles of Incorporation shall be:

- (a) To encourage and promote quality in the responsible breeding of purebred Nova Scotia Duck Tolling Retrievers and to do all possible to bring their natural qualities to perfection.
- (b) To urge members and breeders to accept the Standard of the breed as approved by the Nova Scotia Duck Tolling Retriever Club (USA) and subsequently approved by The American Kennel Club as the only standard of excellence by which Nova Scotia Duck Tolling Retrievers shall be judged.
- (c) To encourage the organization of independent local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club.
- (d) To do all in its power to protect and advance the interests of the breed and to encourage sportsman-like competition at dog shows, obedience trials, tracking tests, hunt tests, agility trials and any other events in which the breed may participate.
- (e) To conduct sanctioned matches, specialty shows, obedience trials, tracking tests, hunt tests, agility trials and any other events the Club is eligible to hold under the rules and regulations of the American Kennel Club.
- (f) To encourage and support research into the genetic and health related issues that impact Nova Scotia Duck Tolling Retrievers.
- (g) To develop programs needed to provide for the welfare of the breed and of individual dogs in need.

Section 3. General Purposes.

The general purposes of the Club as provided in the Articles of Incorporation shall be:

- (a) To acquire, by purchase or otherwise, such real and personal property as may be in the sole discretion of the Board of Directors fitting and proper for the efficient carrying out of the general plan of the Club, above set forth, with full power in said Board to dispose of, as well as acquire, any such power.
- (b) To do all things necessary and suitable, or for the attainment, of any and all of the objects herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation. To do all things necessary and incident to promote the general social, benevolent and mutual benefit works of the corporation.

Section 4. Limitations.

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

Section 5. Bylaw Revision.

The members of the Club may from time to time revise such Bylaws as may be required to carry out these objects.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility.

There shall be five (5) types of memberships open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.

Section 2. Types of Membership.

There shall be the following types of membership:

- (a) Associate membership - Open to persons 18 years of age and older who are residents of the United States, its territories or possessions. As a pre-requisite to Single or Household membership, Associate membership must be held for one year. An associate member will enjoy all privileges, except the right to vote or hold office.
- (b) Single membership - Open to persons 18 years of age and older who are residents of the United States, its territories or possessions, and who have been a member in good standing for one year, either/or in combination, as an Associate member and/or Junior member. Single membership enjoys all privileges of the club including the right to vote and hold office.
- (c) Household membership - Open to two persons 18 years of age and older who are residents of the United States, its territories or possessions, and who reside in the same household each enjoying all the privileges of the club including each having one vote after being a member in good standing for one year.
- (d) Foreign membership - Open to persons 18 years of age or older having permanent residence outside the United States, its territories or possessions. A foreign member will enjoy all privileges, except the right to vote or hold office.
All members 18 years or older having permanent residence outside the United States, its territories or possessions, prior to December 15, 2003, shall continue to have the right to vote but not hold office as long as membership in the club is maintained.
- (e) Junior membership - Open to persons 9 - 17 years of age who are residents of the United States, its territories or possessions. Junior members cannot vote or hold office.

Section 3. Election to Membership.

Each applicant for membership shall apply on a form approved by the Board of Directors, which shall state that the applicant agrees to abide by the NSDTRC (USA) Bylaws and the Rules and Regulations of the American Kennel Club. The application shall state the name, address, and occupation of the applicant. Accompanying the signed application, the prospective member shall submit dues payment for the current Club official year.

A member in good standing who wishes to change his/her status to household membership by adding a new member of the same household may do so. However, the added new member shall be an Associate member for one (1) year.

Applicants may be approved by secret ballot at any meeting of the Board of Directors or by secret vote of the Directors by mail. Affirmative votes of 2/3 of the directors present at a meeting of the Board, or of 2/3 of the entire Board voting by mail, shall be required to elect an applicant.

An application, which has received a negative vote by the Board, may be presented by one of the applicant's endorsers at the next annual meeting of the Club and members may elect such applicant by secret ballot and a favorable vote of 75 percent of the members present.

Applicants for membership who have been rejected by the Club may not reapply within twelve months after such rejection.

Section 4. Dues.

Membership dues shall be set by the Board within a limit approved by the membership. The Board may increase the dues, no more than once a year, for the financial operation of the Club, but at no time may the Board exceed the limit specified by the membership.

The current limits are:

- Single membership may not exceed fifty dollars (\$50).
- Household membership may not exceed sixty dollars (\$60).
- Associate membership (Single) may not exceed fifty dollars (\$50).
- Associate membership (Household) may not exceed sixty dollars (\$60).
- Foreign membership may not exceed sixty dollars (\$60).
- Junior membership may not exceed twenty-five dollars (\$25).

During the month of September, the Treasurer shall cause to be sent to each member a statement of dues for the ensuing year.

Membership dues shall be payable on or before the first day of November of each year, the start of the Club official year. No member may vote whose dues are not paid for the current year.

Anyone joining the Club between August 1st and October 31st shall not have to pay additional dues for the ensuing year. Dues are not refundable.

Section 5. Termination of Membership.

Membership may be terminated:

- (a) by resignation. Any member in good standing may resign from the Club upon written notice to the Secretary but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each official year.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety (90) days after the first day of the official year. However, the Board may grant an additional ninety (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.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VII of these bylaws.

ARTICLE III - MEETINGS

Section 1. Annual Meeting.

The Annual Meeting of the Club shall be held in September or October in conjunction with a Club's Specialty Show if possible, at a place, date and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be caused to be published in the Club newsletter by the Secretary or be mailed by the Secretary to each member at least thirty (30) days prior to the date of the meeting. The quorum for the annual meeting shall be ten (10) percent of the members in good standing.

Section 2. Special Club Meetings.

Special Club meetings may be called by the President or by a majority vote of the members of the Board of Directors who are present at a meeting of the Board or who vote by mail, and shall be called by the Secretary upon receipt of a petition signed by ten (10) percent of the members of the Club who are in good standing. Such meetings shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary at least fourteen (14) days and not more than thirty (30) 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 ten (10) percent of the members in good standing.

Section 3. Board Meetings.

The Board of Directors shall gather in person for at least one (1) meeting each year in conjunction with the Club's Annual Meeting, if possible. Other meetings of the Board shall be held at such times and places as are designated by the President or by a majority vote of the entire Board and may be conducted in person, via teleconference, or videoconference. Written notice of each such other meetings shall be mailed by the Secretary to each member of the Board at least fourteen (14) days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board.

Section 4. Board Business.

The Board of Directors may also conduct business by telephone conference call, mail, and fax provided it does not conflict with any other provision of these Bylaws. All Board members must agree upon the means of communication. Items voted upon by telephone conference call, mail, and fax must be confirmed in writing within seven days.

ARTICLE IV - DIRECTORS AND OFFICERS

Section 1. Board of Directors.

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and seven (7) Regional Directors, all of whom shall be members in good standing who are residents of the United States and, as prescribed in Alabama law, are at least nineteen years of age.

The President, Vice-President, Secretary and Treasurer shall be elected for a two (2) year term as provided in Article V and shall serve until their successors are elected. The President may serve no more than two (2) consecutive terms. An outgoing President may remain on the Board as an ex-officio, non-voting member for one (1) additional year but may not run again for President at the end of that year.

The Vice-President may serve no more than two (2) consecutive terms. Each Regional Director will serve a three (3) year term with no more than three (3) Directors going off the board each year and no more than three (3) new coming onto the Board. Each Director shall represent a geographical region of the country as defined in Section 3 (c) of this Article and must reside within the region. Regional Directors may serve no more than two (2) consecutive terms.

Section 2. Officers.

The Club's Officers, consisting of the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

No member may serve in the capacity of President or Vice-President who has not first served on the Board of Directors.

- (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 Bylaws.
- (b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all votes taken by mail, and of all matters of which a record shall be ordered by the Club. The Secretary shall furnish copies of the Minutes of all meetings to any officer or Board member who requires them to perform his/her duty to the Club, shall be in charge of all official correspondence, and cause members to be notified of meetings. The Secretary shall notify Board Members of meetings, prepare agendas for these meetings and the Annual Meeting. The Secretary shall notify Officers and Directors of their election to office, keep a roll of the current members of the Club with their addresses, and carry out any other official duties as are prescribed in these Bylaws.

- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. The Treasurer shall deposit the same in a bank approved by the Board, in the name of the Club. The Treasurer shall disperse all payments approved by the Board. The President shall have authority to sign all checks in the case of absence, illness and death of the Treasurer. The Treasurer's books shall at all times, be open to inspection of the Board and the Treasurer shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the Annual Meeting, the Treasurer shall render an account 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.
- (e) The offices of Secretary and Treasurer may be held by the same person in which case the Board shall be comprised of three (3) officers and seven (7) other persons.

Section 3. Regional Directors.

- (a) One (1) Director from each region shall be elected to the Board by those members in good standing who reside in the Region.
- (b) Each Director shall oversee all Club sponsored activities within their region, which have been approved by the Board.
- (c) The geographic regions to be represented are as follows:

<p>Region 1 Connecticut Maine Massachusetts New Hampshire New York Rhode Island Vermont</p>	<p>Region 2 Illinois Indiana Michigan Minnesota North Dakota South Dakota Wisconsin</p>	<p>Region 3 Alaska Idaho Montana Oregon Washington Wyoming</p>	<p>Region 4 Arizona California Hawaii Nevada New Mexico Utah</p>
<p>Region 5 Colorado Iowa Kansas Missouri Nebraska Oklahoma Texas</p>	<p>Region 6 Alabama Arkansas Florida Georgia Louisiana Mississippi North Carolina South Carolina Tennessee Puerto Rico</p>	<p>Region 7 Delaware District Of Columbia Kentucky Maryland New Jersey Ohio Pennsylvania Virginia West Virginia</p>	

- (d) The regions must be comprised by about the same number of members. The Board will review the regions no more than every five years to make adjustments if necessary.

Section 4. Vacancies.

Any vacancies occurring on the Board or among the Officers during the year shall be filled until the next annual election by a majority vote of all the then members of the Board; except that a vacancy in the office of the 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.

Section 5. Powers of the Board.

Subject to the provisions of the laws of Alabama and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this Club, the activities and affairs of this Club shall be conducted and all Club powers shall be exercised by or under the direction of the Board of Directors.

Section 6. AKC Delegate

The Delegate to The American Kennel Club, who may, but need not be, an Officer or Director of the Club, shall

be elected by the Board of Directors either at an in-person meeting or by mail. The Delegate shall serve for a term of three (3) years and until the Delegate's successor shall have been duly elected and qualified, unless the Delegate resigns or the appointment is withdrawn by the Board. The Delegate may be an ex-officio, non-voting member of the Board if not a duly elected Officer or Director. The Delegate shall take direction from the Board of Directors and shall represent the interests of the Club at meetings of the Delegates of The American Kennel Club, and shall report to the Club all actions and matters discussed at the AKC's Quarterly Meetings.

ARTICLE V - CLUB YEAR, VOTING, NOMINATIONS & ELECTIONS

Section 1. Club Official and Fiscal Year.

The Club's fiscal year shall begin on the 1st day of July and continue until June 30th.

The Club's official year shall begin on the 1st day of November and continue until October 31st. The newly elected Officers and Directors shall take office on November 1 and receive all properties and records relating to the office. Each retiring Officer shall turn over to his/her successor in office all properties and records relating to the office by November 30th.

Section 2. Voting.

At the Annual Meeting, or at a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting.

The election of Officers and Directors, amendments to the Articles of Incorporation or Bylaws, and changes to or adoption of the Standard for the breed, and changes to the maximum amount chargeable as dues shall be decided by written ballot cast by mail.

Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision to the voting members by written ballot cast by mail.

Section 3. Annual Election.

The election of Officers and Directors shall be conducted by secret ballot cast by mail. Ballots shall be delivered unopened no later than 10 days before the Annual Meeting to a committee of three (3) individuals approved by the Board, none of whom may be members of the Board nor nominated for a position as an Officer or Director.

The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the candidate with the next highest number of votes. In the event there was only one candidate for the office, the vacancy shall be filled by the Board of Directors in the manner provided by Article IV, Section 4.

Section 4. Nominations and Ballots.

No person may be a candidate in the Club election who has not been nominated in accordance with these Bylaws.

The Chairman and members of the Nominating Committee shall be chosen by the Board of Directors after November 1 and no later than March 1 each year. The committee shall consist of five (5) members from different areas of the U.S.A. and two (2) alternates, all members in good standing, no more than one of whom may be a member of the current Board of Directors. The Nominating Committee may conduct its business by mail.

- (a) The Nominating Committee shall nominate from among the eligible members of the Club, one (1) candidate for each vacant office position and for each other position on the Board of Directors, and shall procure the acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. No later than 150 days prior to the Annual Meeting, the Committee shall submit its slate of

candidates to the Secretary. The Secretary shall publicly announce, by publication in the Club newsletter or by mail, the slate of candidates no later than 120 days before the Annual Meeting so that additional nominations may be made by the members if they so desire. The list of candidates will include the full name of each candidate and the name of the State in which he/she resides.

- (b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received at his/her regular address no later than 60 days before the Annual Meeting, signed by three (3) members and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate.
- (c) No person shall be a candidate for more than one (1) position, and the additional nominations, which are provided for herein, may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- (d) If one or more valid additional nominations are received by the Secretary on or before the 60th day before the Annual Meeting, he/she shall, no later than the 45th day before the Annual Meeting, mail to each voting member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the States in which they reside, together with a blank envelope and a return envelope addressed to the Secretary marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking his/her ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the Secretary.
- (e) The inspectors of election shall check the returns against the list of members, Single and Household whose dues are paid for the current year, prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting, which shall be announced at the Annual Meeting. Balloting will close 14 days before the Annual Meeting after which time the Secretary will notify the candidates of the election results.
- (f) If no valid additional nominations are received by the Secretary on or before the 60th day before the Annual Meeting, the nominations will be closed. The members will be notified (may be published in Fall issue of Club newsletter) that the Secretary has cast one (1) ballot for the Nominating Committee's Slate and no further balloting will be required. The Secretary will notify each candidate of the election results.
- (g) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

ARTICLE VI - COMMITTEES

Section 1. Appointment.

The Board may each year appoint standing committees to advance the work of the Club or special committees for particular projects. Such committees shall always be subject to the final authority of the Board.

Section 2. Termination.

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

ARTICLE VII - DISCIPLINE

Section 1. American Kennel Club Suspension.

Any member who is suspended from the privileges of The American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

Section 2. Charges.

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$100.00 which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting, and the Board shall first consider whether the actions alleged in the charges, if

proven, might constitute conduct prejudicial to the best interests of the Club or the breed.

If the Board considers that the charges do not allege conduct, which would be prejudicial to the best interests of the Club or 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 or a Committee of not less than three (3) members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges to the accused member by certified mail together with a notice of the hearing and assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

Section 3. Board Hearing.

The Board or Committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing, all the evidence and testimony presented by complainant and defendant, the Board or Committee may, by a majority vote of those present, reprimand or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing, or until the next annual meeting if that will occur after six months. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

Section 4. Expulsion.

Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his/her own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf. The members present shall then vote by secret written ballot on the proposed expulsion. A two-thirds (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 shall stand.

ARTICLE VIII - AMENDMENTS

Section 1. Proposing Amendments.

Amendments to the Articles of Incorporation and the Bylaws and the Standard for the breed may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

Section 2. Voting on Proposed Amendments.

The Articles of Incorporation and the Bylaws and the Standard for the Breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which he/she may indicate his/her choice for or against the action to be taken. Dual envelope procedures described in Article V, Section 4 (d) shall be followed in handling such ballots, to assure secrecy of the vote. The notice shall specify a date not less than thirty (30) days after the date postmarked by which date the ballots must be returned to the Secretary to be counted. The favorable vote of two-thirds (2/3) of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

Section 3. AKC Approval.

No amendment to the Bylaws or to the Standard of the breed 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 IX - 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. As provided in the Articles of Incorporation, upon the dissolution of this nonprofit corporation, other than for purposes of reorganization whether voluntary or involuntary or by operation of law, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the Corporation, distribute the assets of the corporation of whatever kind and wherever situated to any nonprofit corporation for the benefit of dogs.

No distribution of the assets of this corporation shall ever be made to any member, Director or Officer of this corporation.

ARTICLE X - ORDER OF BUSINESS

Section 1. Annual Meeting.

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 Last Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Report of Regional Directors
- Installation of Elected Officers and Board (at Annual Meeting)
- Election of New Members (Annual Meeting)
- Unfinished Business
- New Business
- Adjournment

Section 2. Board Meetings.

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

- Minutes of Last Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Regional Directors
- Reports of Committees
- Unfinished Business
- Election of New Members
- New Business
- Adjournment

ARTICLE XI - PARLIAMENTARY AUTHORITY

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 the Bylaws and any special rules of order the Club adopts.