

# HUDSON HIGHLANDS HUNTING RETRIEVER ASSOCIATION, INC.

## CONSTITUTION AND BYLAWS

### ARTICLE I - Name and Objects

**SECTION 1.** The name of the club shall be Hudson Highlands Hunting Retriever Association Incorporated.

**SECTION 2.** The objects of the club shall be:

- A. To encourage and promote quality in the breeding of pure-bred hunting retrievers, to do all possible to bring their natural qualities to perfection and to bring knowledge of hunting retrievers to the handlers and owners of these dogs, as well as the general public.
- B. To do all in it's power to protect and advance the interests of hunting retrievers by encouraging sportsmanlike participation at hunting retriever tests.
- C. To conduct sanctioned and licensed hunting retriever field tests under the rules of the North American Hunting Retriever Association and/or The American Kennel Club.

**SECTION 3.** The Hudson Highlands Hunting Retriever Association shall not be conducted or operated for profit, and no part of any profits or remainder or residue from dues or donations to the Hudson Highlands Hunting Retriever Association shall inure to the benefit of any member or individual.

**SECTION 4.** The members of the Hudson Highlands Hunting Retriever Association shall adopt, and may from time to time revise, such bylaws as may be required to carry out these objectives.

### ARTICLE II – BYLAWS

#### ARTICLE I - Membership

**SECTION 1. Eligibility.** There shall be 5 types of membership open to all persons 18 years of age or older who are in good standing with the North American Hunting Retriever Association and/or with The American Kennel Club, and who subscribe to the purposes of the Hudson Highlands Hunting Retriever Association: Individual, Household, Associate, Honorary and Junior.

While membership is to be unrestricted as to residence, the Hudson Highlands Hunting Retriever Association's primary purpose is to be representative of the hunters, breeders and Field Testers in its immediate area.

**SECTION 2. Dues.** Membership dues shall not exceed \$40.00 per year, payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November the Treasurer shall send to each member a statement of dues for the ensuing year. This statement may be included in the November newsletter. New members' dues will be calculated on the basis of a quarterly rate for the remainder of that fiscal year.

**SECTION 3. Membership.** Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Constitution and Bylaws and the rules of the North American Hunting Retriever Association and/or The American Kennel Club. The application shall state the name, address and telephone number of the applicant, along with the name and signature of a Sponsor who is a current member in good standing of HHHRA. The Sponsor must present the applicant to the membership at at least one training session or meeting prior to the vote on acceptance. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary, who will be responsible for recording new applicants and the date of their application. The names of the applicants shall be listed in the next issue of the HHHRA newsletter and be voted on at the next club meeting after the mailing of the letter. The Secretary will further be responsible for the timely written notification of the acceptance of the new members to the general membership.

**SECTION 4. Termination of Membership.** Memberships may be terminated:

- A. *by resignation.* Any member in good standing may resign from the Hudson Highlands Hunting Retriever Association upon written notice to the Secretary; but no member may resign when in debt to the Hudson Highlands Hunting Retriever Association. Dues obligations are considered a debt to the Hudson Highlands Hunting Retriever Association, and they are incurred on the first day of each fiscal year.
- B. *by lapsing.* A membership will be considered as lapsed, and automatically terminated, if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional (30/60/90 days) of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Hudson Highlands Hunting Retriever Association meeting whose dues are unpaid as of the date of that meeting.
- C. *by expulsion.* A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

**ARTICLE II – Meetings and Voting**

**SECTION 1. Club Meetings.** Meetings of the Hudson Highlands Hunting Retriever Association should be held every other month in or within the greater Hudson Highlands area at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing. Such notice may be made in the HHHRA Newsletter, providing that it is mailed at least 10 days prior to the date of the meeting.

**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 and voting at any regular or special meeting of the Board, or shall be called by the Secretary upon receipt of a petition signed by 5 members of the Hudson Highlands Hunting Retriever Association in good standing. Such special meetings shall be held in or within the greater Hudson Highlands area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed to the membership by the Secretary at least 10 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Hudson Highlands Hunting Retriever Association business may be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing.

**SECTION 3. Board Meetings.** Meetings of the Board of Directors should be held each month, as needed, in or within the greater Hudson Highlands area, at such hour and place as may be designated by the Board of Directors. Written or phone notice of each such meeting shall be mailed or phoned by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board of Directors. These meetings may be held by phone.

The Board of Directors may have additional meetings at their discretion. Notice to the general membership in some written form will be required to keep the membership generally informed of the meeting and the issues covered.

**SECTION 4. Special Board Meetings.** Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in or within the greater Hudson Highlands area at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Secretary at least 5 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

**SECTION 5. Voting.** Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Hudson Highlands Hunting Retriever Association at which she or he is present. Proxy voting or votes given over the phone will not be permitted at any club meeting or election.

New member's voting privileges will commence 90 days after they have been voted into membership. Individual membership shall entitle that member to one vote. Household membership shall consist of no more than 2 votes. Honorary, Associate and Junior memberships have none.

### **ARTICLE III – Directors and Officers**

**SECTION 1. Board of Directors.** The Board shall be comprised of the officers and 3 other persons, all of whom shall be members in good standing, and all of whom shall be elected for one year terms at the Hudson Highlands Hunting Retriever Association's Annual Meeting as provided in Article IV, and shall serve until their successors are elected. General management of the Hudson Highlands Hunting Retriever Association's affairs shall be entrusted to the Board of Directors.

**SECTION 2. Officers.** The Hudson Highlands Hunting Retriever Association's officers, consisting of the President, Vice-President, Secretary, and Treasurer, shall serve in their respective capacities both with regard to the Hudson Highlands Hunting Retriever Association and its meetings, and the Board and its meetings.

- A. The President shall preside at all meetings of the Hudson Highlands Hunting Retriever Association and of the Board, and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in the 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 Hudson Highlands Hunting Retriever Association, and of the Board and of all matters of which a record shall be ordered by the Hudson Highlands Hunting Retriever Association; shall have charge of correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Hudson Highlands Hunting Retriever Association with their addresses, and carry out such other duties as are prescribed in these Bylaws.
- D. The Treasurer shall collect and receive all moneys due or belonging to the Hudson Highlands Hunting Retriever Association. Money shall be deposited in a bank designated by the Board, in the name of the Hudson Highlands Hunting Retriever Association. The books shall at all times be open to inspection of the Board, and a report shall be given at every meeting of the condition of the Hudson Highlands Hunting Retriever Association's finances, and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors determine.
- E. Any person that represents Hudson Highlands Hunting Retriever Association at any North American Hunting Retriever Association or American Kennel Club meetings shall be an elected official.

**SECTION 3. Vacancies.** Any vacancies occurring on the Board or among the officers during the year, shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President, and the resulting vacancy in the office of Vice-President shall be filled by the Board.

**SECTION 4. Term Limits.** Officers shall not hold the same office for more than two consecutive years.

### **ARTICLE IV – The Club Year, Annual Meeting, Elections**

**SECTION 1. Club Year.** The Hudson Highlands Hunting Retriever Association's fiscal year shall begin on the 1st day of January and on the last day of December.

The Hudson Highlands Hunting Retriever Association's official year shall begin immediately at the conclusion of the election at the Annual Meeting and shall continue through the election at the next annual meeting.

**SECTION 2. Annual Meeting.** The Annual Meeting shall be held in the month of January, at which Officers and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election, and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

**SECTION 3. Elections.** The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

**SECTION 4. Nominations.** No person may be a candidate in a Hudson Highlands Hunting Retriever Association election who has not been nominated. During the month of September, but before September 20<sup>th</sup>, the Board shall select a Nominating Committee consisting of three members, one of whom shall be a member of the Board. The Secretary shall immediately notify the committeemen of their selection. The Board member shall be the Chairman for the Committee and it shall be such person's duty to call a committee meeting, which shall be held on or before October 1<sup>st</sup>.

- A. The Committee shall nominate one candidate for each office and position on the Board and after securing the consent of each person so nominated shall immediately report their nominations to the Secretary in writing. This shall be accomplished by October 20<sup>th</sup>.
- B. Upon receipt of the Nominating Committee's report, the Secretary shall, before November 15<sup>th</sup>, notify each member in writing of the candidates so nominated. This notification may be in the HHHRA Newsletter, which must be mailed on or before November 15<sup>th</sup>.
- C. Additional nominations may be made at the December meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.
- D. In the event that the Board of Directors fails to select a Nominating Committee as specified in Section 4, and/or in the event that the Nominating Committee, if appointed, fails to nominate candidates as specified in Section 4A, and/or if the Secretary fails to notify the members as specified in Section 4B, then the membership may nominate candidates for the various offices of the club, and vote for those candidates by secret ballot. Those elected in this manner shall take office as outlined in Article IV, Section 2. These nominations may be made by mail to the Secretary, or at any regular or annual meeting of Hudson Highlands Hunting Retriever Association held after January 1st.

## **ARTICLE V – Committees**

**SECTION 1.** The Board may each year appoint standing committees to advance the work of the Hudson Highlands Hunting Retriever Association in such matters as Hunting Retriever Field Tests, trophies, prizes, training sessions, membership, newsletter and other areas which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

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

**SECTION 3.** Any committee chairperson appointed or elected may, at the discretion of the Board of Directors, be required to submit a written report including a budget to the Board of Directors for approval two weeks prior to the event.

## **ARTICLE VI – Discipline**

**SECTION 1.** *North American Hunting Retriever Association and/or American Kennel Club Suspension.* Any member who is suspended from the privileges of the North American Hunting Retriever Association and/or the American Kennel Club automatically shall be suspended from the privileges of the Hudson Highlands Hunting Retriever Association for a like period.

**SECTION 2.** *Charges.* Any member may prefer charges against a member of alleged misconduct prejudicial to the best interests of the Hudson Highlands Hunting Retriever Association or Hunting Retrievers. Written

charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The 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 Hudson Highlands Hunting Retriever Association. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Hudson Highlands Hunting Retriever Association, it may refuse to entertain jurisdiction.* In such case, the Board will instruct the Secretary to notify the complainant and return the \$50.00. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an 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 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 may by a majority vote of those present suspend the defendant from all privileges of the Hudson Highlands Hunting Retriever Association for not more than six months from the date of the Hearing. 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 fellow members at the ensuing Hudson Highlands Hunting Retriever Association meeting which considers the Board's recommendation. Immediately after the Board 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 Board's decision and penalty, if any.

**SECTION 4. Expulsion.** Expulsion of a member from the Hudson Highlands Hunting Retriever Association may be accomplished only at a meeting of the Hudson Highlands Hunting Retriever Association following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceeding may occur at a regular or special meeting of the Hudson Highlands Hunting Retriever Association to be held within 60 days, but not earlier than 30 days, after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall vote by secret ballot on the proposed expulsion. A two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

## **ARTICLE VII – Amendments**

**SECTION 1.** Amendments to the constitution and bylaws 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 months of the date when the petition was received by the Secretary.

**SECTION 2.** The constitution and bylaws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least 2 weeks prior to the date of the meeting.

## **ARTICLE VIII – Dissolution**

**SECTION 1.** The Hudson Highlands Hunting Retriever Association, Inc. may be dissolved at any time by the written consent of not less than 2/3 of the members. Written consent may only be obtained after a Special Meeting of the club members has taken place, with dissolution the only topic of discussion at the meeting. Only members in good standing of HHHRA shall be permitted to attend or speak at the Special Meeting. The Special Meeting shall be held in accordance with Article II Section 2 of the Bylaws, except it shall require a written petition signed by at least twenty percent (20%) of the members in good standing rather than five people as shown in Section 2, and written notice shall be mailed at least fifteen (15) days prior to the date of the meeting rather than the ten days as shown in Section 2. In the event of the dissolution of the Hudson Highlands Hunting

Retriever Association other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Hudson Highlands Hunting Retriever Association nor any proceeds thereof nor any assets of the Hudson Highlands Hunting Retriever Association shall be distributed to any members of the Hudson Highlands Hunting Retriever Association; but after payment of the debts of the Hudson Highlands Hunting Retriever Association, its property and assets shall be given to a not-for-profit organization for the benefit of dogs, selected by the Board of Directors and approved by the members.

#### **ARTICLE IX – Order of Business**

**SECTION 1.** At meetings of the Hudson Highlands Hunting Retriever Association, 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 Treasurer  
Election of Officers and Board of Directors (at Annual Meeting)  
Unfinished Business  
New Business

*Annual Meeting Only:* Set up calendar of events for the year. In addition to new business at the annual meeting, it will be the responsibility of the president by consensus of attending members to construct a proposed calendar of events for the upcoming year. It is understood, that hunt test dates and land reservations must be secured up to a year in advance and the incoming officers and board should honor these dates and commitments. It shall be the responsibility of the membership to expect that lack of support for these proposals will result in an incomplete schedule. The Board of Directors will be responsible for status updates on events from the calendar.

Adjournment.

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

Reading of minutes of last meeting  
Report of Treasurer  
Reports of Committees  
Unfinished business  
New business  
Adjournment

#### **ARTICLE X Parliamentary Authority**

**SECTION 1.** The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Hudson Highlands Hunting Retriever Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the Hudson Highlands Hunting Retriever Association may adopt.

**APPROVED 8/22/1999**