HUNTING RETRIEVER CLUB, INC.

CONSTITUTION

AND

BY-LAWS
**CONSTITUTION & BY-LAWS**

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1 Approved at the 1993 Annual Meeting. In all cases was General membership
HUNTING RETRIEVER CLUB, INC.

CONSTITUTION

PREAMBLE

The Breeders and Fanciers of Hunting Retrievers have organized themselves as the Hunting Retriever Club Inc. and affiliated with the United Kennel Club, Inc. 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 Retriever; to provide hunters and Hunting Retrievers a series of actual Hunting tests in a controlled system 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 members 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 it's President.

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 World.

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 not for profit corporation by law.

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 Retriever and to improve the breed and performance of all Hunting Retriever 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
3 Approved at the 1992 Annual Meeting
ARTICLE III. MEMBERSHIP

The qualification 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 Non-Profit Corporation to be selected by the Board of Directors of this association. Such 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

These Articles of Incorporation and Constitution may be amended in any manner prescribed by law or 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.

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
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 large, 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.

ARTICLE II
SECTION A. - DUES
Annual 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.

Dues for Members at Large and Individual Members of the Associated Clubs are set by HRC & 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 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, color, or occupation 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. 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

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4 Approved at the 1992 Annual Meeting
5 Approved at the 1999 Annual Meeting.
6 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.
7 Approved at the 1993 Annual Meeting
55 Approved at the 2015 Annual Meeting
56 Approved at the 2015 Annual Meeting
Hunting Retriever Club, Inc. A life member shall be entitled to all privileges of any member in the association without payment of annual dues.

SECTION D. EXPULSION OF MEMBERS
1. Any member of the association may be expelled by a majority of the Executive Committee voting by secret ballot for conduct by word, deed, or act detrimental to said association.
2. Any Associated Club may be expelled 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.
3. An individual member or associated Club so expelled shall have the right to appeal to the 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 annual Board of Directors meeting. Reinstatement shall be granted upon a two-thirds majority vote of the voting Directors present at the meeting. Voting on said appeal to be by secret ballot.

ARTICLE III. OFFICERS

SECTION A. - ELECTED OFFICERS

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 HRC in good standing. The elected officers shall constitute the Executive Committee and shall be responsible for developing, implementing, and maintaining Policies and Procedures which provide for the effective and efficient management of the association as prescribed by the Constitution and By-Laws.

All elected officers shall hold office for a term of two years: except for a term to fill a vacancy which term shall be until the next regularly scheduled Election of Officers. No elected officer shall be eligible to serve more than two full consecutive terms in the same office.

To be eligible for nomination as a National Officer of HRC, the following requirements must be met:

1) Such person will have been a member in good standing of HRC, Inc. for at least one year.
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 designated home club.
4) When seeking nomination, only an officer of the individual’s designated home club can present the nomination to the Nominating Committee.
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 but requirement 1-3 must be met.
6) No self-nominations.

No elected Officer shall be paid for their services other than for reimbursements.

The term of office of elected officers shall begin immediately following the annual Board of Directors meeting.

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8 Approved at the 1995 Annual Meeting
9 Approved at the 1993 Annual Meeting
10 Approved at the 1992 Annual Meeting
11 Approved at the 1999 Annual Meeting
12 Approved at the 1987 Annual Meeting
13 Approved at the 1993 Annual Meeting
52 Approved at the 2014 Annual Meeting
SECTION B. VACANCIES
Any vacancies occurring on the Executive Committee during the year shall be filled until the next Board of Directors Meeting or regularly scheduled Election of 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 Meeting or regularly scheduled Election of 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 Election of Officers 14.

ARTICLE IV: BOARD OF DIRECTORS.
15The Hunting Retriever Club, Inc. Board of Directors, subsequent to the terms of the Founding Board of Directors, shall consist of the members of the National Executive Committee, the out going 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.
SECTION A. - NOMINATING COMMITTEE
57A nominating 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 Regions, and no more than one member shall be from the Executive Committee. Individuals nominated for office shall be contacted prior to being officially nominated to see if they are willing to serve in the office for which they have been nominated.

16The 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
57The 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 Committee Chair. The Audit Committees responsibilities will include the following: 1. Auditing the accounts of the HRC, Inc. National Treasurer, The HRC Foundation, Inc. and the books of the International Grand prior to the annual meeting. 2. They will report the results of their audits to the Board of Directors at the Annual Board of Directors Meeting. 3. They will be responsible for counting the ballots in the election of National Officers.

17The 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. - HRC INTERNATIONAL GRAND HUNT COMMITTEE 19
The HRC International Grand Hunt Committee shall consist of at least six 20 members. 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 Chairman of the Committee. Appointed members will have voting privileges. The President will vote in the case of a tie vote. The duties 21 of the Committee will include fundraising, media coverage, site location, budgeting, awards, invitations & premiums, selection of Judges, collection of fees, and coordination with local clubs.

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14 Approved at the 2000 Annual Meeting
15 Approved at the 1992 Annual Meeting
16 Approved at the 1995 Annual Meeting
17 Approved at the 1995 Annual Meeting
18 Name Change Approved at the 1999 Annual Meeting
19 Approved at the 1987 Annual Meeting
20 Approved at the 1989 Annual Meeting
21 Approved at the 1989 Annual Meeting
57 Approved at the 2015 Annual Meeting
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.

SECTION D. - RUNNING RULES COMMITTEE
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 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 which 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 Committee direction and proposals submitted and sponsored by member clubs, the UKC, the National Executive, 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.

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.

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. 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.

ARTICLE VI: DUTIES

SECTION A. - ELECTED OFFICERS

PRESIDENT
The 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 Board 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 President shall be a voting member of the Board of Directors for the next two years.

22 Approved at the 1995 Annual Meeting
23 Approved at the 1991 Annual Meeting
24 Approved at the 1995 Annual Meeting
25 Approved at the 1995 Annual Meeting
26 Approved at the 1995 Annual Meeting
27 Approved at the 1992 Annual Meeting
28 Approved at the 1993 Annual Meeting

Approved at the 2014 Annual Meeting
Approved at the 1995 Annual Meeting
Approved at the 1995 Annual Meeting
Approved at the 1995 Annual Meeting
Approved at the 1995 Annual Meeting
Approved at the 1992 Annual Meeting
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 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
The 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
The 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 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 Board of Directors meeting by a Presidential appointed Auditing Committee. The Treasurer must be bonded for a sum sufficient to protect the association from loss. The bond shall be the amount of the projected receipts annually. The association will pay for the bond.

SECTION B. - BOARD OF DIRECTORS
The National Executive Committee, the outgoing National HRC President, and the Presidents of each 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 Board of Directors Meeting.

SECTION C. - EXECUTIVE COMMITTEE
The Executive Committee, consisting of the elected officers will participate in the decision making process and the general supervision of affairs of the 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 on certain matters or subjects pertinent to administration of the Hunting Retriever Club, Inc.

ARTICLE VII: MEETINGS

SECTION A. - BOARD OF DIRECTORS MEETING
A Board of Directors meeting of the Hunting Retriever Club, Inc. shall be held during the second week of June of each year. No licensed or Preliminary H.R.C. hunts will be permitted in conjunction or in

29 Approved at the 1992 Annual Meeting
30 Approved at the 1992 Annual Meeting
31 Approved at the 1993 Annual Meeting
32 Approved at the 2000 Annual Meeting
33 Approved at the 1992 Annual Meeting
34 Approved at the 1993 Annual Meeting
35 Approved at the 1992 Annual Meeting
36 Approved at the 1993 Annual Meeting
37 Approved at the 1992 Annual Meeting
38 Approved at the 1993 Annual Meeting

5
competition with the Board of Directors meeting. The place and date to be determined by the Executive Committee for the purpose of electing Officers, receiving reports of Officers and Committees, and for any other such business that may arise.

1. **NOTICE**. Notice of the annual meeting shall be given by the Secretary to all members of the Hunting Retriever Club, Inc. not less than 45 days prior to the holding of such meeting, and notice through publication in the Hunting Retriever Club, Inc. newsletter; 60 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 meeting.

2. **QUORUM**. A majority of the Board of Directors present in person or by proxy at the Board of Directors meeting shall constitute a quorum.

3. **PROXIES**. 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**

Special Board of Directors meetings can be called by the President with (60) days minimum notice.

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 meeting with instructions on how the Special Meeting is to be held. This Special Meeting 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 the rules used at the annual HRC Board of Directors meeting. Minutes of the Special Board of Directors Meeting will be recorded by the HRC Secretary and timely distributed to all members of the Board of Directors.

**SECTION C.**

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

**SECTION D.**

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 Board of Directors meeting, except as stipulated in these By-Laws.

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

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.

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37 Approved at the 1993 Annual Meeting
38 Approved at the 1986 Annual Meeting
39 Approved at the 1993 Annual Meeting
40 Approved at the 1992 Annual Meeting
41 Approved at the 1995 Annual Meeting
42 Approved at the 1995 Annual Meeting
43 Approved at the 1993 Annual Meeting
44 Approved at the 1993 Annual Meeting
45 Approved at the 1990 Annual Meeting
46 Approved at the 1993 Annual Meeting
47 Approved at the 1993 Annual Meeting
48 Approved at the 1987 Annual Meeting
54 Approved at the 2014 Annual Meeting
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 nominations\(^49\).

**ARTICLE VIII. AMENDMENTS**

These By-Laws may be amended at any regular meeting by a two-thirds majority vote of the Directors present in favor of said amendment. Proposals for amending the Constitution 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.

**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 Article of these By-Laws\(^50\) 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 \(^51\) Board of Directors meeting for approval.

**ARTICLE X: PARLIAMENTARY PROCEDURE**

**SECTION A.**
Robert’s Rules of Order shall be accepted as a basis of Parliamentary procedure in all meetings of the Hunting Retriever Club, Inc.

**ARTICLE XI. ORDER OF BUSINESS**
The following order of business shall prevail at meetings of the Hunting Retriever Club, Inc.

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

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

\(^{49}\) Approved at the 2000 Annual Meeting  
\(^{50}\) Approved at the 1992 Annual Meeting  
\(^{51}\) Approved at the 1993 Annual Meeting