

SANDHILLS POINTING BREEDS CLUB, INC.

BYLAWS

ARTICLE I NAME AND PURPOSES

Section 1. The name of the Club shall be Sandhills Pointing Breeds Club, Inc.

Section 2. The purposes of the Club shall be:

- A. To further the advancement of all pointing breeds;
- B. To do all in its power to protect and advance the interests of hunting tests and field trials and to encourage sportsmanlike conduct at such events;
- C. To conduct hunting tests, field trials, obedience trials, tracking tests, agility trials and any other event for which the Club is eligible under the rules and regulations of the American Kennel Club or other recognized associations, including, without limitation, the North American Versatile Hunting Dog Association (NAVHDA);
- D. To disseminate knowledge, conduct classes in and promote the training of purebred pointing dogs;
- E. To encourage the training of judges;
- F. To engage in such other activities for which it may be eligible under the rules and regulations of the American Kennel Club; and
- G. To engage in any activities that support the foregoing purposes.

Section 3. 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 4. The members of the Club may from time to time revise these bylaws as may be required to carry out these purposes.

ARTICLE II MEMBERSHIP

Section 1. Eligibility. There shall be three categories of membership open to all persons 18 years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of the Club.

- A. Household. Household membership will be available to two persons sharing a single household and owning a dog of a pointing breed, and each of those persons will be considered a member with voting rights and may hold elective office.
- B. Regular. Regular membership will be available to an individual owning a dog of a pointing breed, and such person will have voting rights and may hold elective office.
- C. Associate. An Associate membership will be available to any person who does not own a dog of a pointing breed. Associate members are entitled to all Club privileges except they do not have voting rights and may not hold elective office.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and owners of dogs of a pointing breed, and other pointing breed enthusiasts, in its immediate area.

Section 2. Dues. Membership dues shall not exceed \$200.00 per year for household memberships; \$150.00 per year for regular memberships; and \$75.00 per year for associate memberships. Dues will be payable on or before the 1st day of September of each year. No member may vote whose dues are not paid for the current year. The Board of Directors shall set the membership dues prior to the end of each fiscal year and thereupon, during the month of August, the Treasurer shall send or cause to be sent to each member a written statement of dues for the ensuing year. No dues amount may increase by more than 20% from year to year.

Section 3. Election to 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 bylaws and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of one member in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year; provided that the dues payment accompanying the applications of persons admitted to membership during the last quarter of a fiscal year will be credited to the immediately following year.

All applications are to be filed with the Secretary. The Secretary shall send to the members, with the written notice of the next regular meeting of the members pursuant to Article III, Section 1 of these bylaws, the names of the applicants and their sponsors for approval at such meeting of the completed applications received as of the date of such notice. At the meeting, each application will be voted upon and affirmative votes of two-thirds of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

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

Section 4. 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. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.

- B. *By lapsing.* A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid for 60 days after the first day of the fiscal year. 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.

Section 5. Good Standing and Voting Eligibility. To be in good standing, a member must not be suspended by the American Kennel Club or the Club and must have paid his or her dues for the then-current year. To be eligible to vote, a member must be in good standing and, as of the date of any Club meeting for which it is being determined those members eligible to vote, shall have attended at least two (2) meetings of the members of the Club in the immediately preceding 12 months; *provided* that members in good standing who were elected to membership within the immediately preceding 12 months shall be deemed eligible to vote. Associate members are not eligible to vote. Members who are not eligible to vote shall not be counted as members for purposes of determining the presence of a quorum at any meeting of the members of the Club. Any member who is deemed not eligible to vote in accordance with this Section 5 shall not be entitled to any refund of dues.

ARTICLE III MEETINGS AND VOTING

Section 1. Regular Club Meetings. Regular meetings of the members of the Club shall be held each January, March, May, September and November within Moore County, North Carolina at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be sent by the Secretary at least ten 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 who are present and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in Moore County, North Carolina 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 sent by the Secretary at least five days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and not other Club business may be transacted thereat.

Section 3. Regular Board Meetings. Meetings of the Board of Directors shall be held each month within Moore County, North Carolina at such hour and place as may be designated by the Board. Written notice of each such meeting shall be sent by the Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the

Board.

Section 4. Special Board Meetings. Special meetings of the Board of Directors may be called by the President, and shall be called by the Secretary upon receipt of a petition signed by three members of the Board. Such special meetings shall be held in Moore County, North Carolina 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 sent by the Secretary at least five days and not more than ten days prior to the date of the meeting. The notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

Section 5. Presumption of Assent. A director of the Club who is present at a meeting of the Board of Directors when Club action is taken shall be deemed to have assented to the action taken unless one of the following shall have occurred: (a) the director objects at the beginning of the meeting (or promptly upon the director's arrival) to holding or transacting business at the meeting; (b) the director's dissent or abstention from the action shall be entered in the minutes of the meeting; or (c) the director shall file written notice of dissent or abstention to such action with the presiding officer of the meeting before the adjournment thereof or with the Club immediately after adjournment of the meeting. Such right of dissent or abstention shall not apply to a director who voted in favor of the action taken.

Section 6. Action by Directors without a Meeting and Attendance by Telephone or Videoconference. Any action that is required or permitted to be taken at a meeting of directors may be taken without a meeting if one or more consents in writing, setting forth the action so taken, shall be signed by all directors who would be entitled to vote upon such action at a meeting and delivered to the Secretary of the Club to be included in the minutes or filed with the Club records, whether done before or after the action so taken. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 7. Voting. Each member in good standing and eligible to vote, determined in accordance with Article II, Section 5 hereof, shall be entitled to one vote at any meeting of the members of the Club at which he or she is present. Neither proxy voting nor voting by absentee ballot will be permitted at any Club meeting or election.

Section 8. Quorum. Subject to Article II, Section 5, the quorum required to conduct business at a regular or special meeting of the members shall be 20 percent of the members in good standing. If there is no quorum at the opening of a meeting of members, such meeting may be adjourned from time to time by a vote of a majority of the members present; at any adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the original meeting.

Section 9. Notices. Any notice or statement required or permitted to be given by these bylaws must be in writing and may be given personally, by mail or electronically. If

mailed, such notice shall be deemed to be delivered when deposited in the United States mail, first class, addressed to the member at his or her address as it appears on the record of members of the Club, with postage thereon prepaid. If delivered electronically, such notice shall be deemed to be delivered when sent addressed to the member at his or her email address as it appears on the record of members of the Club.

Section 10. Waiver of Notice. Action taken at any meeting of the members, however called and with whatever notice if any, is as valid as though taken at a meeting duly held after regular call and notice, if a quorum of the members is present at the meeting and no objection to holding the meeting is made by any member present and if either before or after the meeting each of the members entitled to vote and not present at the meeting signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the action taken as shown by the minutes thereof. All such waivers, consents or approvals shall be filed with the Club records or made a part of the minutes of the meeting.

ARTICLE IV DIRECTORS AND OFFICERS

Section 1. Board of Directors. The Board shall be comprised of the officers and three other persons, all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article V and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

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.

- A. President. 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. Vice President. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. In addition, the Vice President shall perform such duties and shall have such other powers as may be assigned to him or her from time to time by the President or the Board of Directors.
- C. Secretary. The Secretary shall keep a record of all meetings of the Club and the Board and of all matters of which a record shall be ordered by the Club; shall have charge of the 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 Club with their addresses, and carry out such other duties as are prescribed in these bylaws.
- D. Treasurer. The Treasurer shall collect and receive all moneys due or belonging

to the Club. Moneys shall be deposited in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting of the condition of the Club'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 may 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 a total of six persons.

Section 3. Vacancies. Any vacancy occurring on the Board or among the offices during the year shall be filled until the next annual meeting of the members by a majority vote of the members of the Board at its first regular meeting following the creation of such vacancy, or at a special meeting of the Board of Directors 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 in accordance with the foregoing.

ARTICLE V THE CLUB YEAR, ANNUAL MEETING, ELECTIONS

Section 1. Club Years. The Club's fiscal year shall begin on the 1st day of September and end on the last day of August. The Club's official year shall begin immediately at the conclusion of the election of officers and directors at the annual meeting of members and shall continue through the election at the next annual meeting of members.

Section 2. Annual Meeting. The annual meeting of members shall be held in the month of May, at which time 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 annual meeting and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the election. The regular meeting of members held in May in accordance with Article III, Section 1 may be the annual meeting.

Section 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three 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 Club election who has not been nominated. During the month of March, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a chairperson for the Nominating Committee and it shall be such person's duty to call a committee meeting, which shall be held on or before April 1st.

- A. The Nominating 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.

- B. Upon receipt of the Nominating Committee's report, the Secretary shall at least two weeks before the annual meeting in May notify each member in writing of the candidates so nominated.
- C. Additional nominations may be made at the annual 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 the meeting the proposer shall present 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. Nominations cannot be made in any manner other than as provided in this section.

ARTICLE VI COMMITTEES

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as hunt tests, membership and other fields that 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.

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. 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. 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. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three weeks or more than six 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 or she wishes.

Section 3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing provided for in Section 2 of the Article, 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, reprimand or suspend the defendant from all privileges of the Club 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 or her fellow members at the Club meeting at which the Board's recommendation is considered. Immediately after the Board has reached a decision, its finding shall be reduced to writing 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 Club may be accomplished only at a meeting of the members of the Club following the hearing before the Board and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club, 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 or her own behalf, though no evidence shall be taken at the 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 or her behalf if he or she wishes. The members shall then 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 approved by the members, the Board's suspension shall stand.

ARTICLE VIII AMENDMENTS

Section 1. Amendments to these bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20 percent of the members 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. These bylaws may be amended by a two-thirds 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 sent to each member at least two weeks prior to the date of the meeting.

**ARTICLE IX
DISSOLUTION**

Section 1. The Club may be dissolved at any time by the written consent of not less than two-thirds of the members. In the event of the dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Club or any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club. After payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

**ARTICLE X
ORDER OF BUSINESS**

Section 1. Club Meetings. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting)
- Election of new members
- 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:

- Reading of minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- New business
- Adjournment

ARTICLE XI
PARLIAMENTARY AUTHORITY

Section 1. 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 these bylaws and any other special rules of order the Club may adopt.