GTCGRC

BYLAWS of The Greater Twin Cities Golden Retriever Club

2/21/2009

The Greater Twin Cities Golden Retriever Club Bylaws were last revised on November 13, 1995. This revision is an update to that earlier revision. The current Bylaw revision was produced using Microsoft Word 2007. An electronic copy of the Bylaw is held by the Club Secretary and Treasurer.

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ARTICLE I

NAME AND OBJECTIVES

SECTION 1.1 NAME:

The name of the club shall be the Greater Twin Cities Golden Retriever Club, hereinafter referred to as the "GTCGRC" or "Club" or "Corporation."

SECTION 1.2 OBJECTS AND PURPOSE:

The Club's primary purpose is to be positive stewards and representatives for the fanciers of the Golden Retriever dog breed in the greater Twin Cities of Minneapolis and St. Paul, Minnesota and surrounding area.

In accordance with the Bylaws of the Golden Retriever Club of America, (GRCA) the objects of the GTCGRC shall be:

A. To recognize that the Golden Retriever is a gun dog and to encourage the members to perfect, by selective breeding, Golden Retrievers that possess the appearance, soundness, temperament, natural ability and personality that is reflected in the standard of the breed, and to do all possible to advance and promote the perfection of these qualities;

B. To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which the Golden Retriever shall be judged;

C. To do all in its power to protect and advance the interests of the breed by promoting responsible ownership of Golden Retrievers and encouraging sportsmanlike competition at competitive and performance events;

D. To encourage and conduct sanctioned matches, specialty shows, field trials, obedience trials, tracking, rally, agility events, hunting tests and any other AKC recognized event under the rules and regulations of the American Kennel Club (AKC).

E. To encourage and assist rescue operations that involves the Golden Retriever.

F. To educate Club members and the public in the selection, care, training and breeding of the Golden Retriever breed.

SECTION 1.3 CLUB OPERATIONS:

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

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ARTICLE II

OFFICES, CORPORATE SEAL

SECTION 2.1 REGISTERED OFFICE:

The registered office of this Club located in Minnesota shall be that set forth in the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

SECTION 2.2 OTHER OFFICES:

This Club may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

SECTION 2.3 CORPORATE SEAL:

This Club shall have no corporate seal.

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ARTICLE III

MEMBERSHIPS and MEETINGS

SECTION 3.1 MEMBERSHIP TYPES:

There shall be four types of Club memberships open to all persons eighteen years of age and older who subscribe to the objects of this Club. These membership types are:

Individual Memberships: (**IM**),

Household Memberships: (**HM**), this allows for the subset of Junior Memberships: (**JM**),

Life Memberships: (**LM**),

Honorary Memberships: (**HonM**),

SECTION 3.2 MEMBERSHIP TYPE DEFINITIONS:

A. INDIVIDUAL Membership (IM): An Individual Membership type shall be for any renewing member or new member applicant over 18 years of age. Each Individual Member shall enjoy all Club privileges including the right to vote and hold office.

B. HOUSEHOLD MEMBERSHIP (HM) AND JUNIOR MEMBERSHIP (JM): A Household Membership shall be limited to the maximum of two adult (18 years of age and older) members in a household, each to have voting privileges, except that junior (17 years of age and younger) members, residing in the same household, shall enjoy all the rights and privileges of the Club as Junior Members (JM) except the right to vote and hold office. The adult member(s) and possible Junior Member(s) (JM) shall each be identified by name and contact information on the membership application form and the procedures for election to membership shall be the same as provided in Section 3.3, of this Article. Junior Memberships maybe converted to Individual Memberships (IM) upon reaching the age of 18 and electing to do so after submitting annual dues payment.

C. LIFE MEMBERS (LM): Any past or present member, having rendered outstanding service to the Club, may be proposed by a Member of the Board for election to Life

Membership at any Board Meeting of the Club. Any individual so proposed shall have been an active member of the Club for at least 10 years. Election shall be by an affirmative 2/3 vote of the Board, provided a quorum is present. Such members shall be exempt from payment of dues and shall have the rights, privileges and duties of membership, including the rights to vote and hold office.

D. HONORARY MEMBERS (HonM): Any individual who has rendered exceptional service to the Club or to the breed may be proposed by a member of the Board for election to an Honorary Membership. Election shall be by an affirmative 2/3 vote of the entire Board. Such member shall be exempt from payment of dues and shall have all the rights, privileges and duties of membership except the rights to vote and hold office. The recipient shall be given an appropriate notification of the honor. Any Honorary Member shall have the option of holding active membership with all the rights, privileges and duties thereof, by payment of the annual dues.

SECTION 3.3 APPLICATION FOR MEMBERSHIP:

Each new applicant for membership shall apply on a form approved by the Club's Board of Directors which shall provide that the applicant agrees to abide by these Bylaws and the rules of the American Kennel Club (AKC) and Golden Retriever Club of America (GRCA). The applicant's application shall state the name, address, e-mail and phone contact along with the applicant's interest and desire to become an active and a contributing GTCGRC member. A new member application shall be initially read at the first General GTCGRC Membership Meeting the new applicant attends. The new member application is then submitted to the Treasurer together with the pre-payment of the current year's dues. The Treasurer shall submit the name of the new applicant to the Board for approval upon written endorsement of a Club sponsor and/or the Club's Membership Coordinator after the new applicant has attended one additional General GTCGRC Membership Meeting (second meeting). If no objection to the applicant is raised by a Director within thirty days after the new applicant's name has been submitted to the Board, the applicant shall be deemed elected to membership and notified by the Treasurer of that event. If a new applicant or a renewing applicant is objected to by a Director, the Treasurer shall instruct the Secretary to prepare a written ballot with the applicant's name for a formal vote by the Board. An affirmative vote by a majority of the entire Board shall be required to elect an applicant objected to by a Director. An application which has not been approved by the Board may be presented

by a Club Member at the next Annual Club Meeting and the Club may elect such applicant by an affirmative 2/3 vote of the Members present and voting, provided a quorum as specified in Article VI, Section 6.1, of these Bylaws is present.

SECTION 3.4 DUES:

The Board of Directors shall fix the amount of the Club's annual dues by January 1st for the following Club year which begins immediately after the conclusion of the Annual Meeting in March. Membership dues shall be payable on or before the first day of April of each year and are required to be paid by May 1 to retain continuing membership status. During the month of February, the Treasurer shall mail and/or e-mail to each member a statement of the member's dues for the ensuing year. No member may vote whose dues are not paid for during the current year or have outstanding Club debt. Dues for the current Club year will be waived for any applicant applying for and paying for membership after November 1 of the current Club year.

SECTION 3.5 TERMINATION OF MEMBERSHIP:

Memberships may be terminated as follows:

A. BY RESIGNATION: Any member or member club 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 April of each year.

B. BY LAPSING: A membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid 45 days after the first day of April; however, the Board may grant an additional 30 days or more of grace to such delinquent members in meritorious cases. In no case may a person vote at any Club meeting or any Club election whose dues are unpaid as of the date of that meeting or election.

C. BY EXPULSION: A membership may be terminated by expulsion as provided in Article IX, Section 9.4 of these Bylaws.

SECTION 3.6 MEMBER VOTING RIGHTS:

The voting rights of the Club Members include electing and/or removing the Directors of this Club. The Members will also be invited to participate in regular activities of this Club, to serve on committees, and to provide guidance to the Board of Directors. The Voting Members in good standing, whose dues are paid for the current year, shall be entitled to one vote and shall have equal rights and preferences in matters properly reserved or presented to the Members and not otherwise reserved for Board action. There shall be no cumulative voting for Members. Voting by proxy shall not be permitted. Non-Voting Members may not vote on any affairs of the Club. Any reference in these Bylaws to action taken by the Members means an action taken by the Voting Members.

SECTION 3.7 PLACE OF MEETINGS:

A majority of the scheduled General Club Meetings of Members shall be held within the greater Minneapolis / St. Paul area.

SECTION 3.8 MEETINGS CONDUCTED SOLEY THROUGH MEANS OF REMOTE COMMUNICATIONS:

The Members may specify that a meeting will be conducted solely through one or more means of Remote Communications, provided that proper notice is given and that the quorum requirements are met. Remote Communication includes any communication that is accomplished by means of electronics, telephone, video or Internet conferencing, or such other means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting through Remote Communication that is authorized by the Members constitutes a presence at a meeting.

SECTION 3.9 ATTENDANCE AND PARTICIPATION IN MEETINGS BY MEANS OF REMOTE COMMUNICATIONS:

The Members may authorize individual attendance and participation by Members at meetings though one or more means of Remote Communication. Participation in a meeting through a form of Remote Communication authorized by the Members constitutes personal presence at the meeting. Notice of Club meetings will be posted on the Club's Web site.

SECTION 3.10 ANNUAL CLUB MEETING:

The Annual Club Meeting shall be held each March at such time and place and is such manner as the Board may determine. The Annual Club Meeting shall be conducted in accordance with the provisions of Article VI of these Bylaws.

SECTION 3.11 GENERAL MEMBERSHIP MEETINGS:

General Membership Meetings shall be held no fewer than six times per year, at the time and place designated by the Board of Directors. The Board may choose to schedule any number of meetings in advance and shall have the discretion to change the date of any meeting if a scheduled program requires a different date, weather related difficulties arise or another club activity is scheduled for the same date.

SECTION 3.12 SPECIAL CLUB MEETINGS:

Special Club Meetings may be called for any purpose or purposes at any time by the President or a majority of the Board of Directors or a minimum of five (5) Members in good standing may demand a Special Club Meeting by written notice to the Board of Directors.

SECTION 3.13 BUSINESS AT SPECIAL CLUB MEETINGS:

The business transacted at a Special Club Meeting shall be limited to the purpose stated in the notice of the meeting. Any business transacted that is not included in the stated purpose of the meeting is voidable by or on behalf of the Club, unless all Voting Members have waived notice of the meeting in accordance with Section 3.15.

SECTION 3.14 NOTICE OF MEETINGS:

Written notice of a General Membership Meeting stating the date and time of the meeting shall be given to each Voting Member by mail and/or e-mail not less than ten (10) days before the date of the meeting, unless notice of such meeting has previously been published in the GTCGRC “Golden Reporter” and/or on the Club’s Web Site. Notice of a Special Club Meeting shall be mailed and/or e-mailed to all Members at least five (5) days and no more than fifteen (15) days prior to the date of the meeting. The notice shall state the purpose of the Special Club

Meeting. Notices delivered personally or by telephone, facsimile transmission, or electronic communication which meets the requirements of Section 4.19 shall be deemed to meet the requirements of this Section.

SECTION 3.15 WAIVER OF NOTICE:

Notice will be deemed waived by any Member who attends the meeting in person or participates in the meeting via remote communication, unless the Member objects at the beginning of the meeting that the meeting is not lawfully called or convened and does not participate in the meeting. Notice also may be deemed waived if the Member consents to such waiver of notice, in writing or by electronic communication which meets the requirements of Section 4.19, before, after or during the meeting.

SECTION 3.16 QUORUM: MEMBER ACTION.

Unless otherwise provided by statute or by these Bylaws, a quorum for any General Membership Meeting or Special Club Meeting shall be twenty percent (20%) of the Voting Members entitled to vote. The act of a majority of the Voting Members present at any duly held meeting at which a quorum is present shall be the act of the Members. In the absence of a quorum, a majority of the Voting Members present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the Voting Members present may continue to transact business until adjournment, even though the withdrawal of Members originally present leaves less than the number otherwise required for a quorum, provided, however, that the affirmative vote of a majority of the required quorum is required to take any action other than adjournment.

SECTION 3.17 ACTION WITHOUT MEETING:

Any action that may be taken at a meeting of the Members may be taken without a meeting. The action is effective when the written action has been signed or consented to in an authenticated electronic communication that meets the requirements of Section 4.19 in one or more counterparts, by all of the Members.

SECTION 3.18 DEBT

No individual member may incur indebtedness on the part of the Club.

SECTION 3.19 ACTIVE CLUB MEMBER STATUS

The Board of Directors of the Club shall define the requirements for Club Members to achieve "Active" Membership status in the GTCGRC. An "Active" Club Member status will be required for Club Member privileges such as Club Puppy Referral Service and Club Annual Trophy Applications. The Board will review the requirements annually at the beginning of the Club year and post them in the Club Golden Reporter Newsletter and on the Club Web site. A majority vote of the Board members will be required for making changes in the requirements and definition of "Active" Membership status.

SECTION 3.20 CLUB NEWSLETTER OFFERING

The Club shall offer to individuals who live outside the Club's meeting area and also to individuals who live in the Club's meeting area but who are not active and who chose not to apply for Club membership, subscription access to the Club's Golden Reporter Newsletter. The Board will set the fees for the newsletter in both electronic and USPS mailed formats. The newsletter subscription does not offer any other club privileges and does not allow access to the members only content on the Club's web site.

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ARTICLE IV

BOARD OF DIRECTORS

SECTION 4.1 GENERAL POWERS:

The property, business and affairs of this corporation shall be managed by or under the direction of the Board of Directors

SECTION 4.2 NUMBER, QUALIFICATIONS, TERM OF OFFICE, AND ELECTION:

The number of Directors shall be determined by affirmation vote of a majority of the Voting Members, provided that the number of Directors shall not be less than six (6) nor more than fifteen (15). Directors must be natural persons over the age of eighteen (18). Not more than one (1) member of a Household may serve on the Board of Directors at one time. Each Director shall hold office for a term of two (2) years and through the adjournment of the meeting at which successor Directors are elected, and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the Director.

Each Director shall serve no more than 2 consecutive terms unless no other club member in good standing is available to fill an open position. In such case, the BOD will then vote for a "term continuance" on a bi-annual basis until such time as another club member wishes to serve. This vote shall be by secret ballot and a majority vote shall rule. If a Director who has served 2 terms or more is voted out by the majority secret ballot, an interim Director may be appointed by the BOD until the next election term.

A previous Club Director may become a Director candidate again upon a one year departure from the office and Board.

SECTION 4.3 MAKEUP OF THE BOARD OF DIRECTORS:

The Directors shall be elected by the Members at the Annual Club Meeting. Unless otherwise determined by the Members pursuant to Section 4.2, the Board of Directors shall consist of the Club's four Officers and Directors who represent Conformation, Field, and Obedience. The

directorships of the Club's Officers shall coincide with their terms of office, as described in Section 5.2. For the Directors representing Confirmation, Field and Obedience, one (1) from each discipline shall be elected each year, with the terms of directorship expiring in alternating years.

SECTION 4.4 RESIGNATION:

A Director may resign at any time by giving notice to the Board of Directors. The resignation of a Director is effective without acceptance when the notice is given to the Club, unless a later time is specified in the notice. Written notice or an electronic communication which meets the requirements of Section 4.19 may satisfy the notice requirement.

SECTION 4.5 REMOVAL OF DIRECTORS:

A Director may be removed at any time, with or without cause, by the Voting Members or, if the Director was appointed by the Board to fill a vacancy and the Voting Members have not elected Directors in the interim since such appointment, by the affirmative vote of a majority of the total number of remaining Directors. Failure to attend 75% of the meetings of the Board of Directors may be cause for removal under this section unless extenuating circumstances prevail.

SECTION 4.6 VACANCIES:

Any vacancy in the Board of Directors, other than the Office of President, caused by death, resignation, removal, an increase in the number of Directors, or any other cause other than an expiration of term, shall be filled for the unexpired part of the term by affirmative vote of a majority of the total number of remaining Directors.

SECTION 4.7 TIME, PLACE, AND MANNER OF MEETINGS:

The Board of Directors may hold its meetings at such time and place and in such manner as it may from time determine provided that a majority of all meetings shall be held within the greater Minneapolis / St. Paul, Minnesota area. If the Board of Directors fails to select a place for a meeting or to specify that the meeting will be conducted solely through means of remote communication pursuant to Section 4.08, the meeting shall be held at the registered office. The

Board may choose to schedule any number of meetings in advance and shall have the discretion to change the date of any meeting if a scheduled program requires a different date due to possible weather related difficulties arise or if another club activity is scheduled for the same date. Meetings shall be conducted in accordance with Robert's Rules of Order

SECTION 4.8 MEETINGS CONDUCTED SOLELY THROUGH MEANS OF REMOTE COMMUNICATIONS:

The Board of Directors may specify that a meeting will be conducted solely through one or more means of Remote Communications, provided that proper notice is given as specified in Section 4.13 and that the quorum requirements specified in Section 4.15 are met. Remote Communication includes any communication that is accomplished by means of electronics, telephone, video or Internet conferencing, or such other means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting through Remote Communication that is authorized by the Board of Directors constitutes a personal presence at the meeting.

SECTION 4.9 ATTENDANCE AND PARTICIPATION IN MEETINGS BY MEANS OF REMOTE COMMUNICATIONS:

The Board of Directors may authorize individual attendance and participation by Directors at meetings though one or more means of Remote Communication. Participation in a meeting through a form of Remote Communication authorized by the Board of Directors constitutes personal presence at the meeting.

SECTION 4.10 ANNUAL CLUB MEETING:

The Annual Club Meeting shall be held each March at such time and place and is such manner as the Board may determine. The Annual Club Meeting shall be conducted in accordance with the provisions of Article VI of these Bylaws.

SECTION 4.11 REGULAR MEETINGS:

Regular meeting of the Board of Directors shall be held from time to time, at such times and places and in such manner as the Board may determine. The Board of Directors shall hold no fewer than six (6) regular meetings per year.

SECTION 4.12 SPECIAL MEETINGS:

Special meetings of the Board of Directors shall be held whenever called by the President or whenever called by the Secretary upon receipt of a written request signed by at least two (2) Directors. The business at a Special Meeting shall be limited to the purposes stated in the notice of the meeting, and any business transacted that is not included in the stated purpose of the meeting is voidable by or on behalf of the Club unless all Directors have waived notice of the meeting in accordance with Section 3.15.

SECTION 4.13 NOTICE OF MEETINGS:

Written notice of a meeting shall be mailed and/or e-mailed to each Director, addressed to the Director at his or her address according to the last available records of this Club at least five (5) days before the date of the meeting is to be held, or delivered personally or by telephone, facsimile transmission, or electronic communication which meets the requirements of Section 4.19, not later than two (2) days before the day on which the meeting is to be held, however notice need not be given if the date, time and place of the meeting were announced at a previous Board meeting or has been previously published in the GTCGRC “Golden Reporter” and/or on the Club’s Web Site. The notice shall state the time, place and manner of the meeting, but need not state the purposes thereof, except that the notice of a Special meeting shall state the purpose of the meeting.

SECTION 4.14 WAIVER OF NOTICE:

Notice will be deemed waived by any Director who attends the meeting in person or participates in the meeting via remote communication, unless the Director objects at the beginning of the meeting that the meeting is not lawfully called or convened and does not participate in the meeting. Notice also may be deemed waived if the Member consents to such waiver of notice orally, in writing or by electronic communication which meets the requirements of Section 4.19, before, after or during the meeting.

SECTION 4.15 QUORUM: BOARD ACTION.

Except as otherwise provided by statute or by these Bylaws, one-half (1/2) of the total number of Directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any duly-held meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the number otherwise required for a quorum.

SECTION 4.16 PROXY VOTING:

Proxy voting shall not be permitted.

SECTION 4.17 ACTION WITHOUT MEETING:

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting, when authorized in a written action signed or consented to in an electronic communication that meets the requirements of Section 4.19. If authorized in the Articles of Incorporation and if the action does not require the vote of any members, the written action must be approved, in one or more counterparts, by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present. If the Articles of Incorporation are silent regarding written action or if the action requires a vote of any members, the written action must be approved in one or more counterparts, by all of the Directors. If the Articles of Incorporation provide for a different requirement regarding the number of votes required for a written action, the Articles of Incorporation shall be followed.

SECTION 4.18 CONFLICTS OF INTEREST:

Except as permitted by law, with respect to any contract or other transaction between this corporation and any Director (or an organization in which a Director is a director, officer, or legal representative or has a material financial interest), the material facts as to such contract

or transaction and as to the Director's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction, and the interested Director may not be counted in determining the presence of a quorum and may not vote.

SECTION 4.19 ELECTRONIC RECORDS AND SIGNATURES:

This club recognizes that authenticated electronic communication which meets the requirement of this section may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the corporation or to an Officer or agent of the corporation who is authorized by the corporation to receive the communication. Electronic records are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

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ARTICLE V

OFFICERS

SECTION 5.1 NUMBER AND QUALIFICATION:

The Officers of this Club shall be a President, a Vice President, a Secretary, a Treasurer and such other Officers as may be determined by the Board of Directors. An Officer may not hold more than one office. Officers shall be natural persons.

SECTION 5.2 ELECTION AND TERM OF OFFICE:

Officers shall be elected by the Members, and, except in the case of the Officers appointed in accordance with the provisions of Section 5.10, each shall hold office until the next election of Officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the Officer. Office terms shall be two (2) years. During odd numbered years, the Vice President and the Secretary shall be elected and during even numbered years, the President and the Treasurer shall be elected.

Each Officer shall serve no more than 2 consecutive terms unless no other club member in good standing is available to fill an open position. In such case, the BOD will then vote for a "term continuance" on a bi-annual basis until such time as another club member wishes to serve. This vote shall be by secret ballot and a majority vote shall rule. If an Officer who has served 2 terms or more is voted out by the majority secret ballot, an interim Officer may be appointed by the BOD until the next election term.

A previous Club Officer may become an Officer candidate again upon a one year departure from the office and Board.

SECTION 5.3 RESIGNATIONS:

Except as otherwise provided in an employment contract, an Officer may resign by giving notice to the Board of Directors. The resignation is effective without acceptance when notice is given to the Board of Directors, unless a later effective date is named in the notice. Notice provided in

writing or by an electronic communication which meets the requirements of Section 4.19 may satisfy the notice requirement.

SECTION 5.4 REMOVAL OF OFFICERS:

An Officer may be removed at any time, with or without cause, by the Voting Members or, if the Officer is appointed by the Board to fill a vacancy and Voting Members have not elected Officers in the interim since such appointment, by the affirmative vote of a majority of the total number of remaining Directors.

SECTION 5.5 VACANCIES:

A vacancy in an Office because of death, resignation, removal, or any other cause other than an expiration of term, shall be filled for the unexpired part of the term in the manner prescribed in Section 4.6 of these Bylaws, except that 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 in the manner prescribed in Section 4.6.

SECTION 5.6 PRESIDENT:

The President shall: (a) preside at all meetings of the Club; (b) have general active management of the business of the corporation; (c) when present, preside at meetings of the Board of Directors; (d) see that orders and resolutions of the Board of Directors are carried into effect; (e) sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or Bylaws or by the Board of Directors to another Officer or agent of the corporation; (f) perform such other duties as may from time to time be prescribed by the Board of Directors.

SECTION 5.7 VICE PRESIDENT:

The Vice President shall: (a) serve as the Program Director for the Club; (b) notify Members, Directors, and Officers of meetings; and (c) perform such other duties as may from time to time be prescribed by the Board of Directors. In the absence of the President, or in the event of

his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President.

SECTION 5.8 SECRETARY:

The Secretary shall: (a) keep a record of all Members meetings and all Board of Directors meetings; (b) keep a roll of the Club Members and their addresses and e-mail addresses; (c) keep an annual record of attendance at meetings; (d) notify Officers and Directors of their election to office; and (e) carry out such other duties as prescribed by the Board of Directors or by the President or in these Bylaws.

SECTION 5.9 TREASURER:

The Treasurer shall: (a) notify new Members of their selection to membership; (b) keep accurate financial records for the corporation; (c) deposit moneys, drafts, and checks in the name of and to the credit of the corporation in the banks and depositaries designated by the Board of Directors; (d) endorse for deposit notes, checks, and drafts received by the corporation as ordered by the Board of Directors, make proper vouchers for deposit; (e) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board of Directors; (f) upon request, provide the President and the Board of Directors an account of transactions by the Treasurer and of the financial condition of the corporation; and (g) perform such other duties as may from time to time be prescribed by the Board of Directors or by the President or in these Bylaws.

SECTION 5.10 OTHER OFFICERS:

This Club may have such other Officers, agents, and employees as the Board of Directors considers necessary for the operation and management of the corporation, each of whom shall have the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the Board of Directors.

SECTION 5.11 DELEGATION OF DUTIES:

Unless prohibited by a resolution adopted by the Board of Directors, an Officer may, without the approval of the Board of Directors, delegate some or all the duties and powers of an office to other persons provided that they are Club Members. Any delegation of duties by a Director or Officer will become a matter of Club record and recorded by the Secretary. Any delegation of a duty will run coincidence with the term of the delegator and no longer. The delegator at any time may revoke the delegation of duty with the delegate and such event will also be recorded by the Club Secretary.

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ARTICLE VI

ANNUAL CLUB MEETING

SECTION 6.1 ANNUAL CLUB MEETING:

The Annual Club Meeting shall be held each year during the month of March, at such time and place, and in such manner as the Board of Directors may from time to time determine, provided that the Annual Club Meeting shall be held within the greater Minneapolis / St. Paul area, for the purpose of electing Directors and Officers and for the transaction of such other business as shall come before the meeting. Notice of the Annual Club Meeting shall be mailed and/or e-mailed to each Officer, Director, and Member no later than one (1) month prior to the meeting, unless notice of the Annual Club Meeting has previously been published in the GTCGRC's "Golden Reporter" and/or on the Club's Web Site. Notice delivered personally or by telephone, facsimile transmission, or electronic communication which meets the requirements of Section 4.19 shall be deemed to meet the requirements of this Section.

The quorum for the Annual Meeting shall be 20% of the total attending members in good standing, or 20 members in good standing, whichever is greater.

SECTION 6.2 BUSINESS AT ANNUAL CLUB MEETING:

At each Annual Meeting, there shall be an election of qualified successors for Directors and Officers who serve for terms as set forth in Article IV and V or whose terms have expired or are due to expire within six (6) months after the date of the meeting. No other particular business is required to be transacted at an Annual Club Meeting except setting the dues for the subsequent Club year. Any business appropriate for action by the Members or by the Board of Directors may be transacted at the Annual Club Meeting. Each newly elected Director and/or Officer shall take office immediately upon the conclusion of the election and each retiring Officer shall turn over to their successor in office all properties and records relating to that office within thirty (30) days after the election.

SECTION 6.3 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 shall be declared elected. In the event that no individual positions are contested in an election, a motion will be in order to direct the Secretary to cast a unanimous ballot.

In the event that multiple candidates are applying for a position, ballots will be handed to each member in good standing eligible to vote at the Club's Annual Meeting.

Members will cast their ballots in secret and hand them personally to an appointed Chief Inspector of Elections, who will be chosen prior to the election and is an unbiased Club member in good standing not running for office.

The ballots shall be counted by the Inspector of Election and the nominated candidate receiving the greatest number of votes for each position, according to a tally certified by the Inspector of Election, shall be declared elected at the Annual Meeting.

A. IN THE EVENT OF A TIE VOTE: If there is a tie vote among the candidates who have received the highest number of votes for a Board position, no vacancy in the position shall be deemed to have occurred. In that event, a run-off election shall be held with the membership to vote to break the tie. An incumbent shall remain in office until replaced through the run-off process. The Board of Directors shall set a date for that election which shall be as close in date to the previous Annual Meeting as is reasonably possible, but the date shall not be more than ninety days after the Annual Meeting. The Board, not later than fourteen days after the Annual Meeting, shall appoint not less than two inspectors of election among the Club members in good standing who shall be neither members of the current Board of Directors or candidates on the ballot, to count the ballots and shall designate one of them as Chief Inspector of Election. Not less than thirty-two days prior to the run-off election date, the Secretary shall send via mail and/or e-mail a ballot to each member in good standing who was eligible to vote in the previous election. The ballot shall list the named candidates in alphabetical order and contain an instruction that a member shall vote for one of the candidates. The provisions of Article VI, Section 3C of these Bylaws that are not inconsistent with this Section shall apply. The candidate receiving the greatest number of votes shall be declared elected and shall take office immediately.

B. VACANCIES: If any nominee, at the time of the Annual Election, is unable to serve for any reason, such nominee shall not be elected, and any vacancy which might

be so created shall be filled by the new Board of Directors in the manner provided by Article IV, Section 4.6.

SECTION 6.4 NOMINATIONS:

No person may be a candidate in an election who has not been nominated. During the month of November, the Board shall select a nominating committee consisting of three (3) Club Members, not more than one (1) whom shall be a member of the current Board. The Secretary shall immediately notify the committee members of their selection to the committee. The Board shall name a Chairperson for the committee and it shall be his/her duty to call a committee meeting prior to January 1st. The committee shall nominate one candidate for each office to be filled and one candidate for each Directorship to be filled. After securing the consent of each person so nominated, the committee shall immediately report the nominations to the Secretary, in writing. Upon receipt of the nominating committee's report, the Secretary shall, at or before the February meeting, notify each Member in writing of the candidates so nominated. Additional nominations may be made at the January or February meeting by any Member in attendance, provided that the person so nominated does not decline such nomination, and provided further that if a nominee is not in attendance at the meeting, the Member making such nomination shall present to the Secretary a written statement from the nominee, agreeing to the nomination. No person may be a candidate for more than one position. No additional nomination provided herein may be made by a Member who has accepted his/her nomination by the nominating Committee. Nominations may not be made in any other manner than as provided in this section.

SECTION 6.5 VOTING:

Only Voting Members may vote at the Annual Club Meeting. For purposes of electing Officers and Directors, each Voting Member shall be entitled to one vote per Office or Directorship. There shall be no cumulative voting.

SECTION 6.6 MEMBER LIST:

The Treasurer shall prepare and keep a complete list of the Members entitled to vote at the meeting arranged in alphabetical order. Such list shall be open to the examination of any Member entitled to vote for any purpose germane to the meeting, during ordinary business hours, for a period of at least two days after the notice is given and continuing through the

meeting. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any Member who is present.

SECTION 6.7 CONDUCT OF GENERAL MEMBERSHIP AND BOD MEETINGS, ORDER OF BUSINESS:

The President, or in his/her absence the Vice President, shall preside over the Annual Club Meeting and all other Club meetings, and he/she shall have authority over matters of procedure. The President may, at his/her discretion, adjourn any meeting should disorder arise. All Club meetings shall be conducted in accordance with the rules contained in the current edition of "Robert's Rules of Order, Newly Revised." The suggested order of business at the Annual Club Meeting and so far as possible at all other meetings of the Members shall be:

1. Roll Call
2. Minutes of last meeting
3. Report of President
4. Report of Secretary
5. Report of Treasurer
6. Report of Committees
7. Election of Officers and Directors (Annual Club Meeting Only)
8. New Members Application Review and Election Determination (Board Meeting Only)
9. Unfinished Business
10. New Business
11. Adjournment

SECTION 6.8 CLUB YEAR:

The Club's fiscal year or "Club Year," shall begin immediately at the conclusion of the elections at the Annual Meeting in March.

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ARTICLE VII

COMMITTEES

SECTION 7.1 COMMITTEES:

The Board of Directors may act by and through such committees as may be specified in resolutions approved by a majority of the total number of Directors.

SECTION 7.2 COMMITTEE APPOINTMENTS:

The Board of Directors may each year make appointments to committees to advance the Club in such matters as dog events, trophies, the Club Newsletter, Banquet, Membership etc. Any committee appointment may be terminated by a majority vote of the Board of Directors, and the Board may appoint successors.

SECTION 7.3 PROCEDURES:

The general procedures specified within Article IV apply to committees and members of committees to the same extent as those sections apply to the Board of Directors. Each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and to members of the committees.

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ARTICLE VIII

CLUB BOOKS OF RECORD

SECTION 8.1 RECORDS:

The corporation shall keep at its registered office correct and complete copies of:

(a) Articles of Incorporation
(b) Accounting Records
(c) Minutes of meetings of the Board and committees having any of the authority of the Board of Directors and minutes of meetings of Members
(d) Club Membership Records
(e) Club Archives

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ARTICLE IX

DISCIPLINE

SECTION 9.1 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 9.2 CHARGES:

Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club or breed. Written charges with specifications must be filed in duplicate with the Club Secretary together with a deposit of $25.00, which shall be forfeited if such charges are not sustained by the Board (or a committee as provided for herein) 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 by a majority vote of its members, 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 not less than thirty days or more than ninety days thereafter by the Board or the Board may appoint a committee of three Board members to hear the charges. The Secretary shall send one copy of the exact charges to the accused member by certified mail, wherein he or she is directed to appear as cited, together with a notice stating the date, hour and place of the hearing and an assurance that the accused may personally appear in his own defense and bring witnesses if he or she wishes. The location of the hearing shall be in proximity to the place of residence of the accused.

SECTION 9.3 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 its members suspend the defendant from all privileges of the Club for not more than six 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 fellow members at the ensuing Annual Meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall promptly notify each of the parties of the decision and penalty, if any.

SECTION 9.4 EXPULSION:

Expulsion of a member from the Club may be accomplished only at a Board of Directors meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in Section 9.3 of this Article. 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 findings and recommendations of the Board or Committee, and shall invite the defendant, if present, to speak in his own behalf. The meeting shall then vote by secret ballot on the proposed expulsion. Provided a quorum is present at the meeting, a majority vote of those present and voting at the Board of Directors meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

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ARTICLE X

DISSOLUTION

SECTION 10.1 PROCEDURE:

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the Members. In the event of dissolution of the Club, whether voluntary or involuntary or by operation of law, except for the purpose of reorganization, none of the property of the Club, nor any proceeds thereof, nor any assets of the Club, shall be distributed to any members of the Club, but 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.

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ARTICLE XI

INDEMNIFICATION

SECTION 11.1 INDEMNIFICATION:

The Club shall indemnify persons to the extent required by the Minnesota Nonprofit Corporations Act, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

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ARTICLE XII

AMENDMENTS

SECTION 12.1 ARTICLES OF INCORPORATION:

Any number of amendments to or an entire revision of the Articles of Incorporation may be adopted only by a majority of the total number of Directors and a majority of the total number of Voting Members, except that the Voting Members may, from time to time, authorize the Board of Directors to exercise the power of amendment of the Articles without Member approval.

SECTION 12.2 BYLAWS:

Any number of amendments to or an entire revision of these Bylaws may be adopted by the Board of Directors, except that the Voting Members may adopt, amend, or repeal bylaws adopted, amended, or repealed by the Board of Directors if at least fifty (50) Voting Members or twenty (20) percent of the Voting Members, whichever is less, propose a resolution for such action. The Board may not adopt, amend, or repeal a bylaw fixing a quorum for meetings of Members, increasing or decreasing the vote required for Member action, prescribing procedures for removing Directors or filling vacancies in the Board, or fixing the number of Directors or their classification, qualifications, or terms of office without the approval of the Voting Members, but may adopt or amend a bylaw to increase the number of Directors without obtaining such approval.

SECTION 12.3 AKC APPROVAL:

No amendment to the Bylaws adopted by the Club shall take effect until it has been approved by the Board of Directors of the American Kennel Club. Within 30 days of adoption by the Club, the Secretary shall submit a copy of any amendment to the American Kennel Club along with the minutes of its adoption. Following approval by the American Kennel Club, such amendments and the effective date shall be published to the members.

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These Bylaws have been adopted by the Officers and Directors by resolution.

Attest:

_____ _____

President: Barbara Westergard Vice President: Sheila Daly

_____ _____

Secretary: Debora Blakeway Treasurer: David Runkle

_____ _____

Conformation Director: Karen Ander Conformation Director: Judy Campbell

_____ _____

Obedience Director: Nancy Dahlen Obedience Director: Corrine Gronvold

_____ _____

Field Director: Mike Frye Field Director Dave Dalby

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