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APPROVED REVISION ON _3/26/2025_

BY-LAWS OF THE SOUTHWESTERN PENNSYLVANIA HUNTING RETRIEVER CLUB

ARTICLE I

NAME, PURPOSE AND LOCATION

Section 1.1 NAME AND LOCATION

The name of the Club will be Southwestern Pennsylvania Hunting Retriever Club, Inc. The location shall be the current address of the duly elected president of the club, or such P.O. Box as designated by the board of directors. The corporation may also have locations at such other places as the board of directors may from time to time determine.

Section 1.2 PURPOSE

The purpose of the club shall be:

- (a) To encourage and promote the responsible breeding, care and training of purebred retrievers and to do all possible to bring their natural qualities to perfection, especially their field, working and hunting instincts, abilities and performance.
- (b) To do all in its power to protect and advance the interest of hunting and retriever breeds by encouraging sportsmanlike conduct at field trails, hunt tests, training opportunities, and other activities; and, to further the application of high ethical standards, good habits, and good manners in hunting and land use.
- (c) To actively support conservation efforts and management of game birds and wildlife species at the federal, state, local, and private levels and, to actively support strategies and programs designed to improve hunting conditions and opportunities in the United States, and especially in Pennsylvania.
- (d) To conduct licensed hunting retriever tests according to the general procedures and regulations, field procedures and judging guidelines of NAHRA, AKC, HRC and/or other recognized hunting retriever organizations.

(e) To conduct classes for the training of dogs and educating of handlers, to encourage the training of judges and to cooperate with other groups with similar purposes.

Section 1.3 NON-PROFIT

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

ARTICLE II

MEMBERSHIP

SECTION 2.1. REQUIREMENTS

Requirements for membership shall be established by the board of directors. Any person may be admitted to membership in accordance with these by-laws and other Club requirements adopted by the board of directors. There shall be three (3) classes of members of the corporation:

- (a) Individual: any person 18 years of age or older who pays annual individual membership dues.
- (b) Family: a family unit residing in the same household consisting of one or two individuals over the age of 18, and can include children under age 18, paying annual family membership dues.
- (c) Lifetime: a lifetime member is one who has been honored by the Club for faithful service and has been elected to such membership by the Board of Directors. A lifetime member shall not pay dues, but shall have all other privileges, including voting and holding office.

SECTION 2.2 DUES

- (a) The board of directors shall at its discretion after due deliberation and approval of a majority of the board set annual dues for each class of membership and set dates by which annual dues for each class of membership shall be paid.

(b) Members in good standing, whose current annual dues are paid on or before the annual date established by the board and have attended two meetings in the last 12 months shall have the following privileges:

- (1) Individual: single vote and all other rights and privileges afforded by the club
- (2) Family: voting rights may be exercised by adults over the age of 18 and limited to two votes per household. Children may not vote. All other rights and privileges accrue to all family members.
- (3) Lifetime: voting rights may be exercised by adults over 18 years of age only, limited to 2 votes per household and all other rights and privileges afforded by the Club

SECTION 2.3 ELECTION TO MEMBERSHIP

Individuals seeking membership in the Club shall be required to complete an application and serve a probationary period of ninety (90) days. All rights of membership are granted during the probationary period. Membership will be voted upon to approve/disapprove at the next regularly scheduled meeting.

A member may be expelled and his/her membership thereby terminated either for non-payment of dues, automatically after 30 days, or for failure to act in furtherance of the purposes of the corporation, after a hearing held before all members of the board of directors that represent the corporation, held upon 30 day notice to all parties, and after a majority vote such a meeting in favor of expulsion, conducted by secret written ballot of the board members. The board's decision shall stand unless at least 30 percent of the total membership is present at the next regular meeting and the majority present vote to overturn the board's decision.

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ARTICLE III

MEETING OF MEMBERS

Section 3.1 MEETING LOCATION

All meetings of the members shall be held at a location determined by the board of directors to be accessible to members, within the Commonwealth of Pennsylvania.

Section 3.2 ANNUAL MEETING

A meeting of the members shall be held in the month of January of each even numbered calendar year for the election of directors and officers at a location central to the majority of the membership and at a time and day as determined by the board of directors. If the annual meeting shall not be called and held within six months after the designated time any members may call such meeting at any time thereafter.. Elections for directors and officers shall be called by written notice to the general membership.

Section 3.3 ELECTION OF BOARD

Election of directors and officers shall be by written ballot vote by each member in good standing attending and exercising their voting privilege. A simple majority of votes cast shall determine the election of each officer or board member.

Section 3.4 NOMINATIONS

No person may be a candidate in a club election who has not been nominated. Nominees for the board of directors and officers shall have been members in good standing for one year prior to their nomination. During the month of August, the board shall select a nominating committee consisting of three members not more than two of whom shall be a member of the board. The secretary shall immediately notify the committeemen of their selection. The board shall name a chairperson for the committee and it shall be his/her duty to call a committee meeting which shall be held on or before October 1st.

- (a) The committee shall nominate candidates for directors and officers. After securing consent of each person nominated, the committee shall report their nomination to the membership at the November meeting.
- (b) Additional nominations may be made at the November meeting by any member in attendance provided that the person so nominated does not decline when her/his name is proposed, and provided further that if the proposed candidate is not in attendance at the meeting, her/his proposer shall present to the membership a written statement from the proposed candidate signifying her/his willingness to be a candidate. Additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the nomination committee and are in good standing.
- (c) Nominations cannot be made at the annual meeting or in any manner other than provided in this section.

Section 3.5 ANNUAL MEETING NOTIFICATION

Written notice of the annual meeting specifying the place, date and hour of the annual meeting shall be given, at least five days prior to the meeting.

Section 3.6 GENERAL MEMBERSHIP MEETINGS

General membership meetings are held April through October at a location accessible to the membership. Date and time will be coordinated by the Secretary and determined by the Board of Directors. The Secretary shall inform the membership of the meeting location and time through email, phone or text. Additional general membership meetings may be called by the President or five members of the Board of Directors as needed. A simple majority vote which must contain a minimum of five members of the Board of Directors will constitute a quorum.

Section 3.7 SPECIAL MEETINGS AND NOTIFICATION REQUIREMENTS

Special meetings of the members, for any purpose or purposes, other than those regulated by statute or by the articles of incorporation, may be called at any time by the president of the board of directors, or a minimum of five members of the Board of Directors (in good standing) upon written request delivered to the secretary of the corporation. Upon receipt of any such request it shall be the duty of the secretary to fix the time of the meeting, which shall be held not less than ten nor more than sixty days thereafter, as the secretary may fix. If the secretary shall neglect or refuse to fix the date of the meeting, the person or persons calling the meeting may do so. Written notice of any special meeting of members, stating the place, the date and hour and the general nature of the business to be transacted thereat, shall be given to each member by email, mail or phone.

Section 3.8 SPECIAL MEETING ISSUES AND VOTING

Business transacted at all special meetings shall be confined to the business stated in the call.

(a) Any question or issue brought before a special meeting shall not be voted upon unless at least 5 members of the of the Board of Directors plus 10% of the membership in addition to the members of the board is in attendance at said meeting.

(b) A two-thirds majority of the membership present is required to decide any question or issue (provided that Article III, Section 3.9 (a) is satisfied) that is voted on at a special meeting, unless the question is one which, by express provision of the statutes or of the articles of incorporation or of these by-laws, a different vote is required in which case such express provision shall govern and control the decisions of such question.

ARTICLE IV

APPOINTMENTS

Section 4.1 PRESIDENT AND BOARD APPOINTMENTS

The board may each year appoint standing committees to advance the work of the corporation in such matters as special events, fund raising, field tests, trophies, awards, prizes, membership, and other events and activities 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.

The president may appoint a Fun Test and Training Chairman for each field test season which will be approved by the board of directors.

The board may appoint a Licensed Hunting Test Chairman for each field test season.

The President, with approval of the Board of Directors shall appoint one – two members in good standing to serve as Auditor(s) to perform an annual audit of the Treasurer's Books.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 NUMBER OF BOARD MEMBERS

The numbers of directors which shall constitute the whole board shall be such number as determined by the board of directors and approved by the membership . Vacancies will be filled within 90 days through a special election held by the general membership.

Section 5.2 FISCAL YEAR, ANNUAL MEETING, TERMS OF OFFICE

The club's fiscal year shall be the calendar year.

- (a) The annual meeting date shall be held in the month of January. Directors and officers shall take office immediately upon the conclusion of the meeting. All retiring officers and directors shall turn over to their successor all properties and records relating to that office within the seven days immediately following the election.
- (b) No member shall hold more than one office at a time, and no member shall be eligible to serve more than two full consecutive terms in the same office. All elected board positions and officers shall be for a two year term. Elections shall be held on even numbered years.
- (c) The president of the club will be considered the official representative for the club to any clubs, organizations or association with which the club is affiliated; or the president may appoint another board member to represent a club affiliation.
- (d) Each board member in good standing shall be entitled to one vote at any meeting of the club at which he/she is present in person or by phone . Proxy and/or absentee ballot voting will not be permitted at any club meeting, board meeting or election.

Section 5.4 BUSINESS AND AFFAIRS

The business and affairs of the corporation shall be managed by its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not statute or by

the article of incorporation or by these by-laws directed or required to be exercised and done by the members.

Section 5.5. MEETINGS OF THE BOARD

All members of the board of directors must be notified prior to any meeting and a majority must be present. Regular meetings of the board may be held at such time and places as shall be determined from time to time, by resolution of at least a majority of the board at a duly convened meeting, or by unanimous written consent. Notice of each regular meeting of the board shall specify the date, place and hour of the meeting either personally, by telephone, text or by email.

Section 5.6 FIRST MEETING

The first meeting of the newly elected board may be held in the same place and immediately after the meeting at which new directors and officers were elected.

Section 5.7 SPECIAL MEETING

Special meetings of the board may be called by the president giving notice to each director, either personally, by telephone, text or by email with a minimum of 24 and a maximum up to 72 hours prior to the meeting. Special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors. Notice of each special meeting of the board shall specify the date, place, and hour of the meeting. The notice need not state the specifics but the general nature of business to be conducted at such special meeting must be disclosed.

Section 5.8 QUORUM At all meetings of the board, five (5) members of the board of directors in office in good standing shall be necessary to constitute a quorum for the transaction of business.

Section 5.9 INFORMAL ACTION

Any action which may be taken at a meeting of the directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all the board of directors or members of the committee, as the case may be, and shall be filed with the secretary of the corporation.

Section 5.10 COMPENSATION

The board of directors shall receive no compensation.

ARTICLE VI

OFFICERS

Section 6.1 COMPOSITION

The officers of the board of directors shall be comprised of but is not limited to the president, vice-president, secretary, and treasurer, all of who shall be voting members. They must be members in good standing and shall be elected for two year terms at the club's annual meeting as provided in ARTICLE V. General management of the club's affairs shall be entrusted to the board of directors.

Section 6.2 OTHER AGENTS

The board of directors may also choose such other agents as the needs of the corporation may require who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the board.

Section 6.3 REQUIREMENTS

The officers of the corporation shall hold office until their successors are chosen and have qualified. Any officer or agent elected or appointed by the general membership may be removed whenever the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contracted rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the general membership according to the provision set forth in Article V, Section 5.1.

Section 6.4 PRESIDENT

The president shall be the chief executive officer of the corporation; s/he shall preside at all meetings of the members and directors, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect. S/He shall be responsible for the initial investigation of any allegation of misconduct of abuse.

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Section 6.5 VICE PRESIDENT

The vice –president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors or executive committee may prescribe or the president may delegate to her/him.

Section 6.6 SECRETARY The secretary shall attend all sessions of the board and all the meetings of the members and record all the votes of the corporation and the minutes of the transactions in a book to be kept for that purpose, and shall perform like duties for the executive and other committee of the board of directors when required. The secretary shall be required to provide a copy of the membership meeting minutes to every board member upon request. S/He shall give, or cause to be given, notice of

all meetings of the members and of special meetings of the board of directors, and shall perform such duties as may be prescribed by the board of directors or the president, under whose supervision s/he shall be.

Section 6.7 TREASURER

The treasurer shall have the custody of the corporate funds and shall keep full and accurate account of the receipts and disbursements in books belonging to the corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as shall be designated by the board of directors.

S/He shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation. S/He shall prepare a monthly report and provide copies to all board members.

S/He shall work with the appointed Auditor(s) for an annual review of the Treasurer's books.

ARTICLE VII

GENERAL PROVISIONS

Section 7.1 FINANCIAL REPORT TO MEMBERS

The directors of the corporation shall present annually to the members a report, the contents which are prescribed in Section 7555 of the Pennsylvania Nonprofit Corporation Law, a copy of which report shall be filed with the minutes of the annual meeting of members.

Section 7.2 CHECKS AND NOTES

All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the board of directors may from time to time designate.

Section 7.3 FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

Section 7.4 NOTICES

Whenever, under the provisions of the statutes or of the articles of incorporation or these by-laws, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to this address appearing on the books of the corporation,, or, in the case of directors, supplied by him to the corporation for the purpose of the notice. If the notice is sent by mail or telegram, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Pennsylvania Nonprofit Corporation Law of 1972.

Section 7. 5 GOVERNANCE

Any action taken by the board of directors collectively, a member of the board, or a member of the corporation, on behalf of the corporation or affection the corporation's affairs shall be governed by and subject to these by-laws, or by Robert's Rules of Order, where not specifically designated by these by-laws.

Section 7.6 SUBSTANCE USE

The use of alcoholic and non-prescribed drugs during the running of SWPAHRC Hunting Tests, Fun Tests, training sessions or seminars, or other club sponsored working events involving dogs shall be a violation of SWPAHRC rules and policies.

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Section 7.7 ABUSIVE TREATMENT

Abusive treatment of dogs or people, including judges, workers or other persons at club sponsored events, shall be a violation of SWPAHRC rules and policies. Penalty for verbal or physical abusiveness may include expulsion from the event at which such violation is observed and, further, may include expulsion form the club after due consideration of the violation by the board of directors and the board's determination that the violation did occur and was serious enough to warrant such action as the board of directors may decide.

Penalty for such violation may be expulsion from the event at which such violation is observed and, further, may be ground for expulsion from the club after due consideration of the violation by the board of directors.

Board action on cases of suspected, alleged, observed, or proven abuse shall be conducted according to these by-laws.

ARTICLE VIII

AMENDMENTS

Section 8.1 REQUIREMENTS The by-laws may be altered, amended or repealed at any regular meeting of the membership by a two-thirds majority of the membership present, provided that the amendment has been submitted in writing at the previous meeting and received in writing by all members at least seven days prior to the meeting that it is to be acted upon.

ARTICLE IX

DISSOLUTION

Section 9.1 PROCESS AND REQUIREMENTS The corporation 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 corporation, whether voluntary or involuntary or by operation of law, none of the property of the corporation, nor any proceeds thereof, nor any assets of the corporation shall be distributed to any members, but after payment of debts of the corporation, its property and assets shall be given to a nonprofit organization selected by a two-thirds vote of the membership.

Upon motion duly made, seconded and carried, these by-laws of the Southwestern Pennsylvania Hunting Retriever Club were unanimously adopted on March 26, 2025.

Charlene Givens, Treasurer

Signature and Title of Officer
Southwestern Pennsylvania Hunting Retriever Club

