

BY-LAWS

THE FLAT-COATED RETRIEVER SOCIETY OF CANADA

Article I MEMBERSHIP

Section 1. Eligibility

Membership shall be open to persons who are not currently under Canadian Kennel Club censure and who subscribe to the Objectives of the Society. There are three types of membership:

- (a) Individual Membership, open to persons who are 18 years of age and older who have completed one (1) calendar year of uninterrupted Provisional Membership. Individual members shall be entitled to one vote per Regular member and this includes persons residing at the same address. One (1) Flatout will be provided per individual membership.
- (b) Family Membership, open to persons who are 18 years of age and older who have completed one (1) calendar year of uninterrupted Provisional Membership. Family Memberships are only available to immediate family members residing at the same address and only two (2) members may vote. At the time of application for Family Membership, the names of the two (2) voting members shall be specified. One (1) Flatout will be provided per Family membership.
- (c) Provisional Membership refers to all members in their first year of membership in the Society. Provisional members shall have no voting rights nor may they hold office. At the end of the first year, and provided all dues are paid, Provisional members shall become Regular members provided no objection has been made (refer to Section 3, Article I).

The words "member", "members", or "membership" used herein shall refer to every member except where such is in conflict with Section 1, in which case Section 1 shall have precedence.

Candidates for Provisional memberships shall not be considered members until their names have been published in the newsletter, the Board of Directors has approved the application, their dues have been paid for the fiscal year and one (1) calendar year has passed since application.

Section 2. Dues

Annual dues are payable on January 1 of each year. Dues of new members joining after November 1 shall be deemed to cover the following year. No member may vote whose dues are not paid for the fiscal year nor may they receive the Society newsletter. Breeder members whose dues are not paid for the fiscal year will not be included in the Breeder's List.

Section 3. Application for Membership

Application for membership shall be made on a form as prescribed by the Board of Directors which shall provide that the applicant agrees to abide by the Society's Constitution, By-Laws, and Code of Ethics. The application must be signed by the applicant and endorsed by member in good standing. The application must be accompanied by dues for the current year and forwarded to the Membership Coordinator.

The applicants' names will be published in the newsletter. Current members in good standing with concerns about prospective members may contact the Membership Secretary in writing or via e-mail within one month of the date of the newsletter's publication. The Membership Coordinator shall take a vote from the Board of Directors on the prospective members during any of the Board of Director meetings. Affirmative votes of 2/3 of the Board of Directors present at a meeting of the Board shall be required to elect an applicant. Any applicant rejected for membership must be provided with a written explanation.

An applicant who has received a negative vote by the Board may be presented by the applicant's endorser at the next AGM and the Society may elect such applicant by a favourable vote of 75% of the members present.

Section 4. Membership Status

A member in debt to the Society for a period of over ninety (90) days shall become a member not in good standing. If the outstanding balance due by the member exceeds ninety (90) days but is less than one hundred eighty (180) days, the member, upon sending payment to the Membership Secretary, shall return to a member in good standing. If no payment is received after one hundred and eighty (180) days, the member is considered lapsed and membership is terminated.

Section 5. Termination of Membership

Termination of membership may occur as a result of death, resignation, failure to renew (refer to Section 4), expulsion by the club or as a result of suspension, debarment, expulsion or termination of Canadian Kennel Club membership as imposed by the Canadian Kennel Club's Discipline Committee.

Article II MEETINGS

Section 1. Annual General Meeting

The Annual General Meeting (AGM) shall take place once each year. The date, time and place shall be determined by the Board of Directors, normally at the same time and site as the National Specialty. At such meetings, the members shall receive a detailed statement of accounts, assets, and liabilities of the past year. Written reports shall be read and handed in from all officers and committee chairs. Proposals will be heard for choice of the National Specialty Chair and province two (2) years hence, and business as may be properly brought before the meeting to be conveyed to the members for voting shall be discussed. All members are to receive notice of the Annual General Meeting at least forty-five (45) days prior to the date of the meeting. The Recording Secretary may notify Members directly via mail, electronic communications or through a notice published in Flatout. The quorum for such meetings shall be **10%** of the members in good standing. Failure to receive duly sent notices through no fault of the Society shall not invalidate any resolution passed or any proceedings taken at any meeting of the Society.

Section 2 . Special Society Meetings

Special Society Meetings may be called by the President, by written request of three (3) members of the executive, or by receipt of a petition signed by 10% of the members of the Society who are in good standing. Such meetings shall be held at a date time and place as designated by the Board of Directors. Notice of such a meeting shall be distributed by the Recording Secretary at least seven (7) days and no more than fourteen (14) days prior to the meeting. The notice of the meeting shall state the purpose of the

meeting and no other Society business may be transacted. Meetings may be held in person, via electronic communications or by telephone. Quorum for such a meeting shall be 10% of the members in good standing.

Section 3. Board Meetings

Meetings of the Board of Directors shall be held a minimum of three (3) times a year as designated by the President and may be held via electronic communication, or telephone. Decisions at meetings of the Board shall be subject to a majority vote, the President to cast a deciding vote in the event of a tie. Notice of Board meetings shall be sent by the Recording Secretary to each member of the Board at least seven (7) days prior to the day of the meeting. The quorum for a Board meeting shall be a majority of the Board.

Article III DIRECTORS AND OFFICERS

Section 1. Board of Directors

The Board of Directors of the Society shall consist of the President, Vice President, Recording Secretary, Membership Coordinator, Treasurer, and five (5) other persons, all of whom shall be members in good standing with the Society and residents of Canada. They shall serve a two year term until their successors assume office on January 1. No individual may hold a Board position for more than four (4) consecutive terms with the exception of those individuals moving on to the position of Past President. General management of the Society's affairs shall be entrusted to the Board of Directors.

Section 2. Officers

The Society's Officers, consisting of the President, Vice President, Recording Secretary, Membership Coordinator, and Treasurer, shall serve in their respective capacities both with regard to the Society and its meetings and the Board and its meetings. At least three (3) of the Society's Officers including the President shall be members in good standing with the CKC. Detailed descriptions of each of the officers duties with regards to the Society shall be found in the FCRSC Operating Manual.

- (a) **The President** shall be chief officer of the Society. When present, the President shall preside at all meetings of the Society and the Board of Directors and be an ex-Officio member of all committees and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these By-Laws.
- (b) **The Vice President** shall have the duties and exercise the power of the President in case of the President's death, absence, or incapacity. The Vice President shall also answer all inquiries about the breed and about the acquisition of dogs, and assist in electronic communications related to the Society (webpage, Facebook, etc)
- (c) **The Recording Secretary** shall keep a record of all meetings of the Society and of the Board and of all votes taken, and of all matters of which a record shall be ordered by the Society. All minutes of meetings of the Society and/or Board of Directors of the Society shall be reported in the Society newsletter Flatout The Recording Secretary shall retain and file all copies of correspondence received and sent pertaining to the affairs of the Society, arrange for notices of all meetings to be sent out, and prepare copies of the agenda for all meetings. The Recording Secretary shall notify Officers and Directors of their election to office, maintain such records and contact with the Canadian Kennel Club (CKC) as are necessary to maintain official CKC recognition, order the FCR studbooks from the CKC, and carry out such duties as are prescribed by these By-Laws. In the absence of a Membership Coordinator, the Recording Secretary shall assume these duties.

- (d) **The Membership Coordinator** shall be responsible for all records relating to Society membership. The Membership Coordinator shall receive membership applications and shall forward all monies to the Treasurer in a timely manner. The Membership Coordinator shall be responsible for ensuring that the names of new applicants are forwarded to the Newsletter editor for publication in the Society's newsletter, submitting all Provisional Members' names for review by the Officers of the Society for Regular Membership approval, and maintaining a current and complete list of members showing name, address, phone number, date of joining, CKC membership number and type of membership.
- (e) **The Treasurer** shall collect and receive all funds due or belonging to the Society. The Treasurer shall deposit all monies in a bank satisfactory to the Board, in the name of the Society. The Treasurer shall pay all bills promptly, retaining invoices for same, provided the indebtedness has been approved and sanctioned by the Board. The Treasurer shall keep an accurate record of all income and expenses in a ledger provided by the Society and shall report the financial status of the Society as directed by the President. The Treasurer shall prepare and submit to the newsletter one (1) interim and one year end financial report for publication. All cheques drawn on the account of the Society must be signed by the Treasurer and one (1) other of the three (3) approved co-signers of the Society. No two co-signers may be living in the same household. The Treasurer's books shall be open at all times for inspection by the Board.

Section 3. Directors

The Society shall have five (5) Directors, four (4) of whom must be Regional, and who shall be responsible for the Representation of the Society and the breed known as the Flat-Coated Retriever within their jurisdiction. The Regional Directors must live in the jurisdiction they represent and must include members from the four (4) following regions:

1. Atlantic Provinces
2. Ontario, Quebec and Nunavut
3. The Prairie Provinces and Northwest Territories
4. British Columbia and Yukon

The other Director shall be the outgoing President who automatically becomes a Director as Past President upon the end of tenure of the office of President. Detailed descriptions of the Director's duties with regards to the Society shall be found in the FCRSC Operating Manual.

Section 4. Vacancies

Any vacancies occurring among the Directors or in the offices of Vice President, Recording Secretary, Membership Secretary or Treasurer shall be filled until the next election by a majority vote of all the remaining members of the Board; 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 the Vice President shall be filled by the Board.

Article IV THE SOCIETY YEAR, VOTING, NOMINATIONS, AND ELECTIONS

Section 1. Society Year

The Society's fiscal year shall begin on the first day of January and end on the thirty-first day of December.

Section 2. Voting

At the Annual General Meeting or at a Special Meeting of the Society, voting shall be limited to those members in good standing who are present at the meeting. Exceptions

would be for the election of Officers and Directors, amendments to the Constitution and By-Laws and any other specific questions the Board of Directors may ask of members. These exceptions shall be decided by written ballot cast by mail or electronically. In no case may a person be entitled to vote on any Society matter whose dues have not been received and recorded prior to the vote.

Section 3. Nominations, Ballots and Election

No person may be a candidate in a Society election who has not been nominated in accordance with these By-Laws. A nominating committee shall be chosen by the Board of Directors on or before May 30 in the election year. The Committee shall consist of three (3) members in good standing from different areas of Canada and one (1) alternate, no more than one of whom may be a current member of the Board of Directors. The Board shall name a Chairman for the Committee. The Nominating Committee may conduct its business by phone or e-mail.

- (a) The Nominating Committee shall call for eligible members interested in a position on the Board of Directors either through Flatout, mail or via electronic communication. The committee will then nominate from among the eligible members of the Society (see Article III Section 1) one candidate for each position that will be open on the Board of Directors and shall procure the acceptance of each nominee so chosen. Nominations for President and Vice President shall be made from current or former directors or officers. The Committee should consider geographical representation of the membership of the Board to the extent that it is practical to do so, keeping in mind that there is a CKC requirement for a minimum of four (4) Regional Directors. The Committee shall then submit its slate of candidates to the Recording secretary who shall distribute the list on or before September 30 in the election year via mail, e-mail or the newsletter. The list will include the full name of each candidate, and the name of the province in which he/she resides as well as the schedule of dates necessary for additional nominations should additional nominations be made by the membership.
- (b) Additional nominations of eligible members (see Article III Section 1) may be made in writing to the Recording Secretary and received no later than October 30 in the election year. No person shall be a candidate for more than one position, and the additional nominations may be made only from those members who have not already accepted a nomination of the Nominating Committee. Additional nominations will be signed by five (5) members in good standing and accompanied by the written acceptance of the nominee signifying his/her willingness to be a candidate.
- (c) If no valid additional nominations are received by the Recording Secretary by October 31 in the election year, the Nominating Committee's slate shall be declared elected December 31 in the election year and no balloting will be required.
- (d) If one or more valid additional nominations are received by the Recording Secretary no later than October 31 in the election year, then an election must be conducted by secret ballot. Voting shall be by secure electronic ballot or by paper ballot if requested. The Recording Secretary shall send to each member in good standing a ballot listing all the nominees for each position in alphabetical order, with the names of the provinces in which they reside. All ballots returned by Nov 31 will be counted by an election officer appointed by the Board and who lives in the same town as the Recording Secretary. Each member eligible to vote is entitled to one (1) vote per position. Election will require a plurality (greatest number of votes) and results will be reported to members via electronic communication and/or Flatout. The Recording Secretary shall inform the candidates of the results of the election.

Article V COMMITTEES

Section 1.

The Board may, each year, appoint standing committees to advance the work of the Society in such areas as dog shows, obedience trials, field events, trophies, annual prizes, membership, and other areas which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects. Committee chairs shall submit regular reports to be reviewed by the Board and be included in the board minutes.

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 service has been terminated.

Article VI DISCIPLINE

Section 1. Canadian Kennel Club Suspension

Any member who is suspended from the privileges of the Canadian Kennel Club automatically shall be suspended from the privileges of the Society for a like period.

Section 2. Charges

Any member in good standing with the Society may prefer charges against a member for alleged violation of the FCRSC Code of Ethics - Breeder Regulations or alleged actions that have or are likely to endanger the reputation or welfare of the club or the breed. This would include but is not limited to flagrant or intentional violations of the Society's constitution or COE. Two (2) completed copies of form FC-D-1 along with a \$50.00 deposit must be mailed to the Chair of the FCRSC Complaints Review Committee to initiate an investigation of the charges. The Chair of the Complaints Review Committee shall promptly e-mail a copy of the charges to each member of the committee and the FCRSC President. The committee shall first consider whether the actions alleged in the charges, if proven, might constitute a violation of the FCRSC Code of Ethics - Breeder Regulations or are likely to endanger the reputation or welfare of the club or the breed. If the committee considers that the charges do not allege a violation of the FCRSC Code of Ethics - Breeder Regulations or are likely to endanger the reputation or welfare of the club or the breed, it may refuse to entertain jurisdiction. If the committee entertains jurisdiction of the charges, it shall fix a date of hearing by the Committee not less than (3) three weeks or more than six (6) weeks thereafter. The chair shall promptly send one copy of the Complainant Report and a copy of the Accused Report to the accused member by registered mail together with a notice of the hearing date and an assurance the Committee will review the defendant's Accused Report, Form FC-D-2.

Section 3. Complaints Review Committee Hearing

The Hearings will take place by teleconference or e-mail. The Committee shall have complete authority to decide whether counsel may attend the hearing, but both the complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Committee may, by a majority vote of those present, recommend:

1. Warning by a written letter that is mailed or e-mailed to the accused.
2. Suspension from all privileges of the Society for not more than six (6) months from the date of the hearing.
3. Expulsion from the FCRSC with re-application to be determined by the Committee or Board
4. Actions not listed above.

Immediately after the Board or Committee has reached a decision, its findings shall be put into written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

Article VII SOCIETY NEWSLETTER

For the unification of the Society and its members, a minimum of three (3) newsletters are to be published yearly and sent to members in good standing. Official Society business shall be published in the newsletter.

Article VIII BOOSTERS AND OTHER SANCTIONED CKC EVENTS

Proposals by members in good standing to hold Booster shows or other sanctioned CKC events may be made in writing to the Recording Secretary for approval by the Board of Directors. Events approved by the Board shall be considered as sanctioned by the Society. All monies including rebates offered by all breed clubs must be reported to the Treasurer along with a statement of expenses incurred. Written requests will be heard for trophy funds to be supplied by the Society in areas where rebates are not offered. All surplus monies are to be forwarded to the Treasurer promptly. The approved Chair or organizing group shall send a written report, including placements to the newsletter editor for publication in the Society's newsletter. Detailed instructions and booster guidelines can be found in the FCSRC Operating Manual.

Article IX NATIONAL SPECIALTY

Section 1.

Proposals to hold a National Specialty must be made two (2) years prior to the proposed date. Proposals shall include details of events to be held, with as many sanctioned CKC events being considered as possible and must also include the proposed chairperson, the approximate date(s), the approximate location, proposed judge(s), proposed classes (regular and non-regular) and the preliminary budget. Written proposals shall be sent to the Recording Secretary for approval by the Board of Directors.

Section 2.

The Specialty Chair shall submit National Specialty progress report(s) to the Board assigned Board Liaison to be summarized within the Board meeting minutes for inclusion in the Society newsletter.

Section 3

The Board shall sanction a bank account for Specialty use in the name of the Society. The Specialty Chair and one other Regular member in good standing shall be the co-signers required. The Specialty account shall be closed no more than eight (8) months after the date of the Specialty or when the last cheque has cleared. All surplus funds shall be sent to the Treasurer at this time.

Section 4

Within eight (8) months after the National Specialty is held, the Specialty Chair shall send a detailed financial statement to the Board Liaison for Board approval. A results and placements report for each and every event held at the Specialty shall also be sent at this time to the Society newsletter editor for publication in the newsletter.

Section 5.

In the event that a proposal has not been received two years prior to the next National Specialty, the Board may put forward a proposal to hold a National Specialty.

Section 6.

Subject to Board approval, judges selection for National Specialty may also be put to the membership for a vote provided that a proposal to hold a National Specialty has not yet been received.

Article X ORDER OF BUSINESS

Section 1.

The rules contained in Roberts Rules of Order (Newly Revised) shall govern the Society in all cases to which they are applicable when not inconsistent with these By- Laws or any special rules of order the Society may adopt.