

The Golden Retriever Club of Greater Toronto

BYLAWS

For the sake of brevity, in this document, the Golden Retriever Club of Greater Toronto may be referred to as the GRCGT.

BYLAW 1: Area of Operation

The Golden Retriever Club of Greater Toronto operates in Ontario, within a 160 km radius of Toronto.

BYLAW 2: Membership

Section (1) Membership Year – The Membership Year shall run from January 1 to December 31.

Section (2) Classes of Membership – There shall be four classes of membership in the GRCGT; a) Ordinary Member; b) Honorary Member; c) Life Member; d) Provisional Member. The term, Voting Member will be used to indicate a member of any class which has voting privileges.

Section (3) Ordinary Membership – Ordinary membership shall be 14 years of age or older, who are fanciers of the Golden Retriever and have been accepted as members by the process detailed in Section (11). Ordinary members are subject to all obligations and entitled to all, rights and privileges stated in the Constitution and Bylaws.

Section (4) Honorary Membership – Honorary membership may be awarded to those persons who have made outstanding contributions to the GRCGT. Any three Ordinary members of the GRCGT may submit, to the Board, a nomination for an Honorary membership. This nomination shall be presented at the next Annual General Meeting with a recommendation from the Board. Honorary members may be elected at an Annual General Meeting of the GRCGT by a two-thirds (2/3) majority of the members present. Honorary members shall enjoy all the privileges of membership in the GRCGT except for the right to vote or hold Board office. They shall be free from payment of fees, subscriptions, assessments and participation requirements.

Section (5) Life Membership – Life membership shall be awarded to those persons who are or have been members in the GRCGT for a minimum of 25 years. Life members shall enjoy all the privileges of membership in the GRCGT and shall be free from payment of fees, subscriptions and assessments and participation requirements.

Section (6) Provisional Membership – Provisional membership shall be for persons who are fanciers of Golden Retrievers and have not been accepted or re-accepted into Ordinary Membership. All new applicants for membership shall be granted provisional membership upon acceptance by the Board and payment of the appropriate fee. Provisional members shall not be eligible to vote, nor hold office on the Board. New Provisional members will be assigned a sponsor who is an experienced member of the GRCGT and who will assist them in participating in GRCGT activities.

Section (7) Membership Fees – The annual subscription for the coming year will be determined by the general membership at any general meeting and shall be payable January 1 of each year. Subscription of members joining after October 31 shall be deemed to cover the following year.

Section (8) Application for Membership – Each applicant for membership shall apply on a form as provided by the Board and which shall provide that the applicant(s) agree to abide by this Constitution, Bylaws, the GRCGT Code of Ethics and by the rules of the Canadian Kennel Club. Applicants shall also agree that the information provided in the application may be distributed within the GRCGT.

Section (9) Election to Membership – The names and a short summary of their interests and activities in dogs, of all applicants for Provisional Membership shall be circulated to the membership, in writing, within 90 days of the receipt of application. GRCGT members must submit any comments concerning prospective members, in writing, to the Board for consideration within 30 days of such circulation. The Board may accept, reject or refer to a General Meeting the application. Provisional members who have satisfied the requirements of the Participation Policy and have been Provisional members for at least 12 months may request that their names be presented for possible election into Ordinary Membership at the next general or Annual General Meeting. Applicants for any class of membership must excuse themselves from any meeting during discussion of their application.

Section (10) Rejection of Membership – Any applicant for membership who has been rejected must be provided with a reason for such rejection, in writing.

Section (11) Participation – Members are expected to participate and assist at club activities. Members that do not maintain an adequate level of participation as defined in the Participation Policy, will revert to Provisional membership.

Section (12) Termination of Membership – Memberships may be terminated as follows:

- a) By Resignation – Any member who is not indebted to the GRCGT may resign their membership by notice, in writing, to the Secretary. They shall continue to be a member until their resignation is accepted by the Board, whereupon they shall cease to be a member, shall have no right or claim to the GRCGT'S property, and shall not have any part of their membership fee for the current year returned.
- b) By Lapsing – Any member failing to pay their membership fee within 60 days of the beginning of the Membership year, shall cease to be a member of the GRCGT. In meritorious circumstances, the Board may reinstate a lapsed membership. While their membership is lapsed, a member shall not enjoy the rights and privileges accorded to any class of member.
- c) By Expulsion or Suspension – A membership may be terminated by expulsion or suspension, as provided in Bylaw14 of these Bylaws.

Section (13) Use of Club Name – No member, except when authorized to do so by the Board, shall use the name of the GRCGT in any correspondence, communications or commitment of any kind with any publication, club, person, firm or body incorporated or unincorporated, except to indicate that they are a member of the Golden Retriever Club of Greater Toronto. Any indication of membership shall also indicate the class of membership held.

BYLAW 3: Policies

Section (1) Code of Ethics – The GRCGT shall maintain a Code of Ethics for the guidance of its members. This document shall provide a framework for breeding, selling, handling and training of Golden Retrievers. Subscription to this Code shall be mandatory for all classes of membership.

Section (2) Breeders List – The GRCGT shall maintain a list of member breeders. Participation in this list and uses of the list shall be governed by a Breeders List Policy. Participation in the Breeders List shall be optional.

Section (3) Participation Policy – The GRCGT shall maintain a stated Participation Policy which outlines the levels of participation required of members.

BYLAW 4: Meetings

Section (1) Annual General Meetings – An annual general meeting of the GRCGT shall be held after April 1 and before June 30 each year, within the area of operation of the GRCGT. A quorum for the meeting shall consist of one-third (1/3) of the Voting Members. Business to be conducted shall include election of Officers and Directors, appointment of Auditors and presentation of a President's report. At such a meeting, the Board shall present an audited report, together with a detailed statement of the accounts, assets, and liabilities of the GRCGT for the past year. Other business may be brought before the meeting by written notice of motion, delivered to the

Secretary at least 30 days before the meeting. Such notice shall be circulated to the membership as soon as possible and in no case less than seven days before the Annual General Meeting.

Section (2) Special General Meetings – The Board shall be obligated to call a special general meeting, upon the Secretary receiving formal request, signed by at least seven (7) Voting members in good standing. The notice of the meeting shall state the purpose of the meeting and no other business may be transacted. A quorum for the meeting shall consist of one-third (1/3) of the Voting Membership.

Section (3) General Meetings – The Secretary may convene other meetings of the GRCGT from time to time whenever required by the President or the Board. The lesser of one-third (1/3) of the Voting Membership or ten (10) Voting Members present in person shall constitute a quorum for any General meeting of the GRCGT.

Section (4) Notice of Meeting – Notice of the time and place of meetings shall be provided to each Member at their last known address before the holding of any meeting. Notice may be provided by e-mail, provided the member or board member has signed an authorization agreeing to this method of communication. Notice for General Meetings and Special General Meetings shall be sent at least 10 clear days before the meeting. Notice for Annual General Meetings shall be sent at least 30 clear days before the meeting. Any accidental omission to give notice or in the form of notice not affecting its substance shall not invalidate any resolution passed or any proceedings taken at any meeting of the GRCGT unless such omission or irregularity is addressed before the adjournment of the next duly constituted meeting of the GRCGT.

Section (5) Voting at Meetings – At all meetings of the GRCGT, each Voting Member present shall be entitled to one vote. Unless challenged before adjournment of the meeting, a declaration of the Chairperson of the meeting that a resolution has been carried or carried unanimously or by any majority shall be conclusive evidence of the fact.

Section (6) Chairperson of Meeting – The President will normally act as Chairperson of GRCGT meetings. In the absence of the President at any meeting, the Vice-President shall act as Chairperson, or in the absence of the Vice-President, the Voting Members present there may appoint a Chairperson of the meeting from among their own number.

Section (7) Committees – Committees may be appointed by the Board as required from time to time to run competitions, exhibitions, trials or to further the objectives of the GRCGT in other ways. The terms of reference for any such committee shall be set by motion of the Board. Any committee appointment may be terminated by a majority vote of the Board upon written notice being sent to the appointee, and the Board may appoint a successor to the person whose services have been terminated.

BYLAW 5: Executive

Section (1) Board – The management of the GRCGT shall be conducted by a Board composed a President, Vice-President, three Directors, Secretary and Treasurer. No Officer or Director may hold more than one position on the Board at any given time. The immediate past President, shall be an ex-officio member of the board. The Board shall establish general policies, procedures, and long range objectives of the GRCGT and shall exercise any necessary authority for the GRCGT which has not been expressly reserved to the general membership by these Bylaws. There shall be no remuneration to those serving on the Board. The Officers and Directors shall all be members in good standing of the GRCGT and the Canadian Kennel Club and at be at least 18 years of age.

Section (2) Quorum of Board – Four of the Executive shall constitute a quorum at any meeting of the Board.

Section (3) Vacancies – As long as a quorum of the Board remains in office, vacancies may be filled in accordance with Section (8) of this Bylaw. Where a quorum does not remain, the remaining board members shall call a Special General Meeting for the purpose of electing Acting Board members and/or officers for the balance of the term of all vacant offices.

Section (4) Terms of Office – The term of office for the Secretary and Treasurer shall be two years. All other positions shall have a one year term. Officers and Directors shall hold office from their election until their successors are elected at a duly constituted Annual General Meeting. Each retiring Officer and Director shall

turn over to his successor in office all properties and records relating to that office at the Annual General Meeting or within 30 days after the election. A member may not serve more than three consecutive terms in the same office.

Section (5) Notice of Meeting of the Board – Notice shall be given to each Board member not less than seven clear days before the meeting is to take place. Meetings will normally take place within the area of operation of the GRCGT. Meetings may be held at any time if all Board members are present or have agreed to the time and place in writing. With unanimous agreement of the Board members, meetings may be held by telephone conference call or by other electronic means.

Section (6) Resolution Signed by Board – A resolution in writing, signed by all the Board members shall be valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

Section (7) Removal of Directors – A director shall automatically cease to hold office if:

- a) A resolution to that effect is passed by a two-thirds ($2/3$) majority of the Voting Members of the GRCGT voting a Special Meeting duly called for that purpose; or
- b) The director otherwise ceases to be eligible as a member of the GRCGT.

Section (8) Board Member Unable to Carry Out Duties – In the event that any Board member or officer of the GRCGT, excluding the President, shall become unable to carry out their duties or should any such position be vacant, the remaining Board shall, by majority vote, appoint an Acting Board member or officer for the balance of the term. Should the President, become unable to carry out the duties of the office or resign, the Vice-President shall become President and the Board shall, by majority vote, appoint an Acting Vice-president for the balance of the term.

Section (9) – Conflict of Interest

Where a director, either on their behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, the director:

- a) Shall disclose this interest fully at a meeting of the directors prior to any consideration of the matter by the board or in another meeting;
- b) Shall disclose the interest and the general nature of that interest prior to any consideration of the matter in a meeting other than a board meeting;
- c) Shall not take part in the discussion of or vote on any question in respect of the matter; and,
- d) Shall not in any way whether before, after or during any meeting attempt to influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of an immediate family member shall, if known to the director, be deemed to be also the pecuniary or personal interest of the director. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

Section (10) – Powers of Individual Directors

No individual director shall have any authority to act on behalf of the GRCGT with respect to the transaction of the affairs of the GRCGT except as provided in this Bylaw or by resolution of the Board.

Section (11) – Indemnification of Board – Each Board member of the GRCGT shall be indemnified and saved harmless out of the funds of the GRCGT from and against all actions, proceedings, losses, costs and expenses, claims and demands of every nature and kind which may be made, instituted, sustained, suffered or incurred by and such Board member for or in respect of any act, deed, matter or thing whatsoever made, done, permitted or omitted to be made done, or permitted by him or her in and about the execution of his or her office, save and except such actions, proceedings, losses, costs, expenses, claims, and demands as are occasioned by his or her willful neglect or default.

BYLAW 6: Officers

Section (1) Officers of the GRCGT – The officers of the GRCGT shall be: President, Vice-President, Secretary and Treasurer and three Directors.

Section (2) President – The President shall preside at meetings of the GRCGT and the Board and, with the Secretary, shall sign all approved minutes and bylaw changes. The President shall exercise general supervision and control of the affairs of the GRCGT. The President shall be an ex officio member of all committees, except the Nominating Committee.

Section (3) Vice-President – The Vice-President shall perform such duties and exercise such authority as shall be given to him by the President. In the absence, inability or refusal of the President to act, the Vice-President shall perform the duties of the President.

Section (4) Directors – Directors shall perform such duties and exercise such authority as shall be given to them by the Board. In addition, the Directors shall oversee and encourage programs of activities in the areas identified by the GRCGT.

Section (5) Secretary – The Secretary of the GRCGT shall keep a record of all meetings of the GRCGT and of the Board and of all votes taken and of all matters of which a record shall be ordered by the GRCGT. The Secretary shall have charge of the correspondence, notify members of the meetings, keep a roll of the members of the GRCGT with the address, and publish the same annually, carry out such other duties as are prescribed in these Constitution and Bylaws. If desired, a membership secretary may be appointed to assist the Secretary by maintaining membership rolls and correspondence under the direction of the Secretary.

Section (6) Treasurer – The Treasurer shall collect and receive all monies due or belonging to the GRCGT and receipt therefore. The Treasurer shall deposit the same in a bank satisfactory to the Board in the name of the GRCGT. The Treasurer's books shall at all times be open to the inspection of the Board and the Treasurer shall report the condition of the GRCGT's finances at every general meeting. The Treasurer shall have the right to exercise borrowing power in the name of the GRCGT up to a maximum of \$1000.00 and a term not to exceed six months, provided he or she has the majority consent of the Board, in writing. The Treasurer shall have the authority to invest available GRCGT funds in short term, guaranteed vehicles with the written majority consent of the Board. Investments with a term longer than one year must be approved by the general membership.

Section (7) Past President – To promote continuity between previous and current Boards, during the term(s) of office of his/her successor, the immediate past President is ex officio a non-voting member of the board. The past President will serve as chair of the Nominating Committee.

BYLAW 7: Nominations and Balloting

Section (1) Nominations – Any person nominated in a GRCGT election must be a Voting Member in good standing. A nominating committee shall be established composed of two non-Board GRCGT members and the past president. If the past president is unable to serve, the Board shall appoint a GRCGT member with Board experience to chair the nominating committee. The Committee shall nominate one member as a candidate for each office, obtain written consent of the member, and circulate a list of nominees to all GRCGT members. GRCGT members in good standing may forward to the committee additional nominees provided the nomination is accompanied by the written consent of the nominee and the signatures of two GRCGT members as proposed and seconded. Nominations may also be proposed and seconded at the Annual General Meeting provided the nominee consents in person at the meeting or in writing. When a member holds or is elected to a position, nominations of that member for other positions shall not be made and shall be automatically withdrawn.

Section (2) Overlap of Secretary and Treasurer – The term of office of the Secretary shall begin in even numbered years and that of the Treasurer in odd numbered years.

Section (3) Balloting – Elections shall be conducted by secret ballot. The order of elections shall be President, Vice President, Treasurer or Secretary, Directors. Voting for Directors shall be on one ballot with each Voting Member voting for up to three directors. The nominees receiving the highest numbers of votes will be elected. In case of a tie the winning candidate will be selected by a random draw conducted in the meeting. Voting by proxy is not permitted.

Section (4) Tellers – In the event of a contest for any office, the President shall appoint as tellers, three members in good standing who are not candidates for office. Tellers shall receive, verify, and tabulate all ballots and report the results to the Secretary and the meeting.

BYLAW 8: Order of Business

Section (1) At General Meetings of the GRCGT, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Attendance and Regrets
- Setting and Adoption of Agenda
- Minutes of the last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

Section (2) At Annual General Meetings of the GRCGT, the order of business shall be as follows:

- Identification of Voting Members
- Setting and Adoption of Agenda
- Minutes of the previous Annual General Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Auditor
- Reports of Committees
- Consideration of and voting on Proposed Amendments
- Report of Nominating Committee
- Election of Officers and Directors
- Other Business as provided in Bylaw 4, Section 1. (business which cannot be completed in the time available may be referred to the Board or a duly constituted committee)
- Adjournment

BYLAW 9: Rules of Order

Where not specifically governed by the provisions of these Bylaws, Roberts Rules of Order, latest revision, shall apply to the conduct of GRCGT meetings.

BYLAW 10: Trials, Shows and Tests

The GRCGT shall adopt such rules and regulations for the conduct of Trials, Shows and Tests as are defined by current Canadian Kennel Club rules and regulations.

BYLAW 11: Cheques, Drafts and Notes

All cheques, drafts, notes, acceptances, bills of exchange or orders for the payment of money shall be signed or endorsed by the Treasurer and any one of the President, Vice-President, or the Secretary or by all three of the President, Vice-President and Secretary.

BYLAW 12: Auditors

At all Annual General Meetings of the GRCGT, an Auditor(s) shall be appointed for the purpose of auditing and verifying the accounts of the GRCGT for the current year. The Auditor(s) shall either be a firm or individual possessing a public accounting license or two Voting Members, who are not members of the Board nor family members of a member of the board. In this bylaw, the term "Audit" does not necessarily mean Audit, as described in the Canadian Institute of Chartered Accountants handbook. It means a review of the books to establish with reasonable certainty that they are accurate and complete.

BYLAW 13: Fiscal Year

The Fiscal Year of the GRCGT shall terminate on the 31st day of December each year.

BYLAW 14: Discipline

Section (1) Discipline – The Board and/or the general membership of the GRCGT may discipline any member if, in its opinion, the member has committed an act or omission which:

- a) Violates the Constitution, Bylaws or Code of Ethics of the GRCGT, or
- b) Is considered prejudicial to the objects of the GRCGT, the Canadian Kennel Club, or the best interests of the GRCGT's members or their dogs.

Section (2) Complaints – Any person, whether a member of the GRCGT or not, shall have the right to lay a complaint with regard to an alleged action or omission of any member of the GRCGT. The complaint, and all supporting documentation, shall be submitted in writing to the Secretary, in sufficient detail so as to permit the Board to properly consider and deal with the issues raised. The complaint must be accompanied by a deposit of \$50.00, which shall be forfeited if such charges are not sustained. Should a complaint be laid against the Secretary, the President shall act in accordance with these Bylaws.

Section (3) Applicability – In receiving a complaint, the Board shall first determine whether the action(s) or omission(s) alleged in the complaint, if proven, might constitute sufficient grounds for the related member to be disciplined. If the Board determines that such grounds do not exist, the Secretary shall advise the complainant of the Board's decision in a letter of explanation.

Section (4) Other Jurisdictions – If a complaint is concerned with a verbal or contractual monetary matter, or an alleged conflict with the bylaws of another body, such as the Canadian Kennel Club, the complainant shall be advised to firstly take the matter before the appropriate judicial system or related governing body for a primary decision on the issue. If written verification of such a decision is provided to the Board, it may proceed with a secondary consideration of the complaint and also render a disciplinary decision on behalf of the GRCGT.

Section (5) Interim Review Status – If a member is the subject of a review before a judicial system or by another governing body, as above, or by the Board, the member shall continue to maintain their current membership status but the Board may direct that the member be temporarily be suspended from specific GRCGT activities or listings for the period of the review.

Section (6) Canadian Kennel Club Suspension – Any member who is suspended from the privileges of the Canadian Kennel Club for a period of time shall automatically be suspended from all rights and privileges of the GRCGT for a like period.

Section (7) Procedures – If the Board proceeds to formally consider a complaint, a hearing shall be convened by the Board. A copy of the complaint as well as a notice of hearing shall be forwarded to the defendant and the

complainant. Both the defendant and the complainant shall have the opportunity to attend the hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. The defendant may also submit a written defense. The Board shall ensure that both the complainant and the defendant are treated fairly and in accordance with the rules of natural justice. The Board may seek legal advice and may establish any other disciplinary policies and procedures as it deems necessary, subject to the provisions of this Bylaw.

Section (8) Decision – If the Board proceeds to formally consider a complaint and, by a two-thirds (2/3) majority, upholds the substance of the complaint, it may:

- a) Reprimand the member, with or without a penalty, or
- b) Suspend the member from all rights and privileges of the GRCGT for a period of up to twelve months, and/or
- c) Recommend to the general membership of the GRCGT that expulsion of the member be considered at a special general meeting of the GRCGT.

Section (9) Notification – The Board shall provide the complainant and the accused member with a written copy of its decision. Notice of all disciplinary actions taken against a member, or the dismissal of complaint, shall be circulated to the membership within seven (7) days.

Section (10) Appeal – Any member who is subject to disciplinary action by the Board shall have the right to appeal the decision of the Board to the general membership. The member shall file a written notice of their appeal with the Secretary, within 60 days of the date of the Board's decision. This notice of appeal will be circulated to the membership, in writing, with a notice of a Special General Meeting to hear the appeal.

Section (11) Suspension of Rights – Suspension of membership, when imposed, shall cause the loss of all Membership privileges for the period of the suspension. Upon completion of a suspension period, a member will regain their previous membership status, with the related accompanying privileges.

Section (12) Expulsion – The general membership of the GRCGT may, by a two-thirds (2/3) majority of members present at a special meeting called to consider the expulsion of a member, permanently expel the member from all rights and privileges of the GRCGT. There shall be no appeal from such a decision to expel a member.

BYLAW 15: Amendments

Section (1) Proposal for Amendments – Amendments to the Constitution, Bylaws of the GRCGT, Code of Ethics, Breeders List Policy or Participation Policy, may be proposed by the Board or by written petition addressed to the Secretary signed by seven (7) Voting Members in good standing and delivered to the Board 60 clear days prior to the Annual General Meeting. Amendments proposed by such petition shall be considered by the Board and must subsequently be put to a vote by the membership at the next Annual General Meeting. The Board shall make recommendation(s) on which, if any, amendment(s) should be adopted. Notice of motion for any of these changes and the Board's recommendations and reasons shall be circulated to the membership, in writing, at least 30 clear days before the Annual General Meeting.

Section (2) Amendment by Vote – The Constitution the Golden Retriever Club of Greater Toronto may be amended by a two-thirds (2/3) affirmative vote of all Voting Members. The Bylaws, Code of Ethics, Breeders List Policy and Participation Policy may be amended by a two-thirds (2/3) affirmative vote of those members voting on the amendment. Amendments to the Constitution and Bylaws as well as the Code of Ethics Breeders List Policy and Participation Policy must be considered at an Annual General Meeting but voting may be conducted by a mail ballot if so directed by an Annual General Meeting. Proxies are not permitted.

Section (3) Canadian Kennel Club Approval – No amendment to the Constitution and Bylaws shall become effective until it has been approved by the Canadian Kennel Club.

BYLAW 16: Dissolution

The GRCGT may be dissolved at any time by providing to the Canadian Kennel Club written documentation signed by at least two-thirds (2/3) of the eligible Voting Members of the GRCGT who are in favour of the decision. Proxies are not permitted. In the event of dissolution of the GRCGT, other than for the purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the GRCGT, nor any proceeds thereof, nor any assets of the GRCGT shall be distributed to any members of the GRCGT but after payment of the debts of the GRCGT, its property and assets shall be given to a charitable organization for the benefit of dogs, such organization to be selected by the Board.