

Wilderness Pointer Club of Virginia, Inc.

CONSTITUTION

ARTICLE I

Name and Objects

SECTION 1. The name of the Club shall be the Wilderness Pointer Club of Virginia, Inc.

SECTION 2. The objects of the Club shall be:

(a) to encourage and promote quality in the breeding of pure-bred Pointers and to do all possible to bring their natural qualities to perfection;

(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 Pointers shall be judged;

(c) to do all in its power to protect and advance the interests of the breed by encouraging good sportsmanship at all events for which the Club is eligible under the Rules and Regulations of The American Kennel Club.

(d) to conduct sanctioned and licensed specialty shows, field trials, obedience trials, hunting tests, tracking tests, canine good citizen tests, agility tests and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.

SECTION 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual;

SECTION 4. The members of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objects.

BYLAWS

ARTICLE I

Membership

SECTION 1. Eligibility. There shall be three types of membership open to all persons eighteen years of age or older and a Junior membership for persons under eighteen years of age who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. The types of membership shall consist of:

(a) **REGULAR MEMBERSHIP** - Regular memberships shall consist of single and family memberships. For the purposes of this section, a family membership shall be defined as two people eighteen years of age or older, residing in the same household, with each having one vote.

(b) **SUSTAINING MEMBERSHIP** - Sustaining membership shall consist of single and family memberships. For the purposes of this section, a family membership shall be defined as two people eighteen years of age or older, residing in the same household. Sustaining membership shall have all the privileges of regular membership except that of voting and holding office.

(c) **LIFE MEMBERSHIP** – Founding Club members designated by the Board for their financial support of the Club have the status of Life Member. After twenty-five years (25) of membership (not necessarily consecutive), a member becomes eligible to attain the status of Life Member. Life Members pay no dues but are eligible to vote and hold office. During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year. Life Members do not have to pay dues but shall respond to the dues statement with their intent of being active or inactive for the following year. Failure to respond will mean the Club will assume the Life Member to be inactive for the following year. Inactive members will not be counted toward Affiliated Club eligibility with the American Pointer Club.

(d) **JUNIOR MEMBERSHIP** - Junior memberships shall be considered any and all persons under the age of eighteen. Junior members, until their eighteenth birthday, shall not have the right to vote in the proceedings of club functions.

While membership is to be unrestricted as to residence, the Clubs primary purpose is to be representative of the breeders and exhibitors in its immediate area.

SECTION 2. Dues. Membership dues shall not exceed \$40 for single regular or sustaining membership, \$50 for family regular or sustaining membership, or \$40 for Junior membership, payable on or before the first day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and Bylaws and the Rules and Regulations of The American Kennel Club. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. The privileges of membership for any application approved after November 1st of each year, but before January 1st of the following year, shall be in effect from the date of approval through the following year.

All applications are to be filed with the Corresponding Secretary and each application is to be read at the first Board meeting of the Club following its receipt. At that same Board meeting the applications may be voted upon by the Board requiring affirmative votes of two-thirds (2/3) of the Board members present and voting by affirmation shall be required to elect the applicant.

Applicants for membership who have been rejected by the Board may not re-apply within six (6) months of such rejection.

SECTION 4. Termination of Membership. Memberships may be terminated:

(a) by resignation. Any member in good standing may resign from the Club upon written notice to the Corresponding 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 each fiscal year.

(b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of the fiscal year; however, the Board may grant an additional sixty (60) days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

(c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II Meetings and Voting

SECTION 1. Club meetings. Meetings of the Club shall be held quarterly within the greater Manassas area or at Club sponsored events, at such hour and place as may be designated by the Board of Directors. Written notice of such meeting shall be mailed or sent electronically or other American Kennel Club approved methods by the Recording Secretary at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be twenty percent (20%) of the members in good standing.

SECTION 2. Special Club Meetings. Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; or shall be called by the Recording Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meeting shall be held within the greater Manassas area or at Club sponsored events, at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Notice of such meeting may be mailed or sent electronically or other American Kennel Club approved methods by the Recording Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be twenty percent (20%) of the members in good standing.

SECTION 3. Board Meetings. Meetings of the Board of Directors shall be held six times per year within the greater Manassas area or at Club sponsored events, or by teleconference or videoconference or other American Kennel Club approved methods. Written notice of each such meeting may be mailed or sent electronically or other American Kennel Club approved methods by the Recording Secretary at least ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. Special Board Meetings. Special meetings of the Board may be called by the President, or shall be called by the Recording Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held within the greater Manassas area or at Club sponsored events, or by teleconference or videoconference or other American Kennel Club approved methods, at such place, date, and hour

as may be designated by the person authorized herein to call such meeting. Written notice of each such meeting may be mailed or sent electronically or other American Kennel Club approved methods by the Recording Secretary at least five (5) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he/she is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III Directors and Officers

SECTION 1. Board of Directors. The Board shall be composed of the officers and two (2) other directors all of whom shall be members in good standing and all of whom shall be elected at the Club's annual meeting as provided in Article IV. Each shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

Terms of Office for Directors. The first annual election after becoming effective, one (1) Director shall be elected for a one (1) year term, and one (1) Director shall be elected for a two (2) year term. Each annual election thereafter, one (1) Director shall be elected for a two (2) year term.

SECTION 2. Officers. The Club's officers shall consist of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and American Pointer Club Affiliated Club Director, each of whom shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings. The positions of Recording Secretary and Corresponding Secretary may be held simultaneously by a single individual. The Vice President may also serve as Treasurer. More than one member of a household may serve as an Officer and/or Board member simultaneously. The position of Affiliated Club Director may be held by any of the officers or directors of the Club, except that no person may hold more than two positions. Each individual must, however, be a member in good standing in the Club.

(a) The President shall preside at all meetings of the Club and the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in the Bylaws;

(b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. As noted above, the Vice-President may also serve as Treasurer;

(c) The Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all matters for which a record shall be ordered by the Club, and notify members of meetings. As noted above, the Recording Secretary may also serve as Corresponding Secretary;

(d) The Corresponding Secretary shall have charge of the correspondence, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in these Bylaws. As noted above, the Corresponding Secretary may also serve as Recording Secretary;

(e) The Treasurer shall collect and receive all monies due or belonging to the Club. Monies shall be deposited in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection of the Board and a report shall be given at every meeting of the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all monies received and expended during the previous fiscal year. The Board may require the Treasurer to be bonded in such amount as the Board of Directors shall determine.

(f) The Affiliated Club Director shall represent the Club at meetings of the American Pointer Club and file a report with the Recording Secretary after each meeting. The Affiliated Club Director should vote as instructed by the Board, or if not instructed by the Board, by his or her conscience considering the best interests of the Wilderness Pointer Club of Virginia. He or she should make every effort attend and participate in all the American Pointer Club Board meetings. The Affiliated Club Director shall be a member of the Club and of the American Pointer Club. The Board of Directors will appoint another Affiliated Club Director if the original person appointed is refused by the American Pointer Club.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following the creation of such a vacancy, or at a special Board Meeting called for that purpose; except that a vacancy in the office of the President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board.

ARTICLE IV
The Club Year, Annual Meeting, Elections

SECTION 1. Club Year. The Club's fiscal year and the Club's official year shall begin the first day of January and end on the last day of December.

SECTION 2. Annual Meeting. The annual meeting shall be held in November, within the greater Manassas area or at a Club sponsored event, at which Officers and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office on the first of January following the annual meeting and each retiring officer shall turn over to the successor in office all properties and records relating to that office by December 31st. following the election.

SECTION 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 for such positions shall be declared elected.

SECTION 4. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of July, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Recording Secretary shall immediately notify the committee persons and alternates of their selection. The Board shall name a Chairperson for the Committee and it shall be such person's duty to call a committee meeting.

(a) The Committee shall nominate one candidate for each office and position on the Board, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Recording Secretary in writing by August 15th.

(b) Upon receipt of the Nominating Committee's report, the Recording Secretary shall mail written notice to each member at least two (2) weeks prior to the September meeting of the candidates nominated.

(c) Additional nominations may be made at the September meeting by any member in good standing in attendance, provided that the person so nominated does not decline when his/her name is proposed, and providing further that if the proposed candidate is not in attendance at the meeting, the proposer shall present to the Recording Secretary a written statement from the proposed candidate signifying willingness to be a candidate. Unless as specified in Article III, Section 2, no person may be a candidate for more than one position.

(d) Nominations cannot be made in any manner other than as provided in this section.

ARTICLE V
Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, field trials, hunting tests, tracking tests, agility tests, canine good citizen tests, trophies, annual prizes, membership and other fields 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.

SECTION 2. Any appointed committee may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee(s); and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI
Discipline

SECTION 1. American Kennel Club Suspension. Any member who is suspended from the privileges of The American Kennel Club shall automatically be suspended from the privileges of this Club for a like period.

SECTION 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Recording Secretary, along with a deposit of fifty dollars (\$50.00), which shall be forfeited if such charges are not sustained by the Board following a hearing. The Recording 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 whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board

considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three (3) weeks, nor more than six (6) weeks, thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she desires.

SECTION 3. Board 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. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, reprimand or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. 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/her fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceeding may occur at a regular or special meeting of the Club to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote, by secret ballot, on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII Amendments

SECTION 1. Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary and signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Recording Secretary for a vote within three (3) months of the date when the petition was received by the Recording Secretary.

SECTION 2. The Constitution and Bylaws may be amended by a two thirds (2/3) secret vote of the members present and voting at any regular or special meeting called for the purpose, provided that the proposed amendments have been included in the notice of the meeting and mailed by the Recording Secretary to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE VIII Dissolution

SECTION 1. Dissolution. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing. In the event of the dissolution of the Club other than for purposes of reorganization, and whether voluntary or involuntary by operation of law, 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 rescue organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX Order of Business

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

Roll Call

Minutes of the Last Meeting
Report of the President
Report of the Recording Secretary
Report of the Corresponding Secretary
Report of the Treasurer
Reports of Committees
Election of Officers and Board (at the annual Meeting)
Election of New Members
Unfinished Business
New Business
Adjournment

SECTION 2. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Reading of Minutes of Last Meeting
Report of the President
Report of the Recording Secretary
Report of the Corresponding Secretary
Report of the Treasurer
Reports of Committees
Unfinished Business
New Business
Adjournment

ARTICLE X

Parliamentary Authority

SECTION 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Club in all cases as to which they are applicable and in which they are not inconsistent with these Bylaws and any other special rules of order the Club may adopt.

Amended: August 2000
Amended: August 2008