

MASTER AMATEUR RETRIEVER CLUB CONSTITUTION AND BY-LAWS

ARTICLE I

NAME AND PURPOSE

SECTION 1. The name of this Club shall be the Master Amateur Retriever Club, Inc. (The “Club” or “MARC”)

SECTION 2. The objects of this Club shall be:

- (a) To promote and protect the breeding, field training, hunting traditions and best interests of all retriever breeds and those breeds qualified to enter American Kennel Club (“AKC”) Hunt Tests for Retrievers, and to promote the interests of amateur owners and trainers of hunting retrievers.
- (b) To conduct each year a Master Amateur Invitational Hunting Retriever Test, licensed by and conducted under the AKC Regulations and Guidelines for Hunting Retriever Tests and regulations as may be from time to time determined by the Club. If at any time the Test is not licensed by the AKC, then it shall proceed without such licensing and be open to retrievers which qualify therefore under Club regulations. In such event, the Regulations and Guidelines for Hunting Retriever Tests of the AKC shall be followed in the conduct and judging of the test so far as applicable.
- (c) To exercise all powers now and hereafter authorized by law necessary to carry on the said corporation or to promote any of the objects of said corporation, all of which shall be conducted without pecuniary profit.
- (d) To diligently protect the American hunting tradition while practicing conservation of our game resources with the use of trained hunting retrievers.

Section 3. NOT FOR PROFIT STATUS.

The Club shall be organized and operated as a not-for-profit corporation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VII, Section 6 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II

MEMBERSHIP

SECTION 1. Membership in the Master Amateur Retriever Club shall be subject to the approval of the Board of Directors.

SECTION 2. All delegates shall be an amateur as defined by the AKC Rules.

SECTION 3. Any club holding an AKC member or licensed hunting test, desiring to become a member of this Club shall submit to the Secretary of this Club a written application to be a member of this Club. Upon election by a majority vote of the members of the Board of Directors, and upon receipt of the then current initiation fee, it shall forthwith become a member of this Club, and may thereupon designate in writing one of its members to become a delegate, and as such delegate, to represent it as a member of this Club.

SECTION 4. Any club, which is a member of this Club, may from time to time change its delegate to this Club by designating in writing another of its members to become a delegate, and, as such delegate, to represent it as a member of this Club. Such designation shall revoke any prior designation.

SECTION 5. Each member club in good standing shall be entitled to one vote by its delegate or by written proxy at all meetings of this Club. No person shall represent more than one (1) club as a delegate or proxy. Any proxy must be so designated by a member club, meet the requirements of Delegates and must have written proxy credentials satisfactory to the credentials committee as appointed by the President.

SECTION 6. Memberships shall be extended to individuals and families as designated by the Club Policies and Procedures.

ARTICLE III

INITIATION FEES AND DUES

The Board of Directors shall determine annually the amount of the initiation fee, annual dues and reinstatement fees. Such amounts shall be determined no later than the date of the Annual Meeting and shall apply to the coming year. If no action is taken at any such meeting, all dues and fees shall continue in the amounts as last previously established. Notice and demand for payment of such dues shall be given by the treasurer to each member club and all other members no later than January 1 of the year to which the dues are applicable, and shall be payable forthwith upon receipt of such notice.

ARTICLE IV

RESIGNATION

Any member in good standing and not indebted to this club may resign in writing at any time. Such resignation shall be effective immediately upon receipt thereof by the Secretary.

ARTICLE V

NON-PAYMENT OF MEMBER FEES AND DUES

Any member whose dues remain unpaid on March 1 of the current year shall be notified by the secretary by mail to the secretary and delegate or member of record at the time of notification that their dues are unpaid and membership in the MARC will terminate effective immediately. Individual members may be reinstated by paying the current year member dues.

ARTICLE VI

SUSPENSION AND EXPULSION OF MEMBERS

SECTION 1. The Board of Directors of this Club, by a majority vote, of the BOD and Officers, may suspend any member for conduct on its part or its delegate's part which, in the opinion of that particular voting group, endangers the welfare or character of this Club. Any such action shall be taken under the procedures for Dealing with Misconduct as directed by the AKC.

SECTION 2. If an emergency is deemed to exist by a majority of the officers and members of the Board of Directors, temporary suspension may be voted upon immediately upon motion made and seconded. If the member does not request a hearing before the officers and members of the Board of Directors within thirty days, such suspension shall be permanent. If a hearing is heard before the officers and Board of Directors, the officers and board members may vacate such suspension on majority vote, if the matters which led to the suspension have been

rectified or if the officers and members of the Board of Directors determine that, after review, the suspension is not warranted.

SECTION 3. If no emergency is deemed to exist, at least thirty days' notice shall be given to the member of the pending matter, specifying in detail the nature of the conduct in question.

ARTICLE VII

GOVERNMENT

SECTION 1. The control and general management of this club shall be vested in a Board of Directors. Such Board shall consist of the officers hereafter designated, and a Director from each of the four (4) regions (Atlantic, Central, West Central and Pacific).

SECTION 2. The Board of Directors shall have full power to conduct the business of this Club and shall have complete control over its property, policies, and any and all of its business dealings.

SECTION 3. Officers and Directors of this Club must be amateurs in good standing with the AKC and may serve as a delegate of a member club. The officers shall consist of the following:

- (a) A President, who shall perform the usual duties of President, including: presiding at all meetings of the corporation and the Board of Directors; and, appointing all committees except the Nomination Committee. The President may not serve on the Nomination Committee, but may serve on other committees. The President, as Immediate Past President, shall serve as an ex-officio member of the Board for one year following expiration of his/her term of office. The term of office is 4 years. An individual may not serve more than 2 consecutive terms.
- (b) First Vice President, who shall be a resident of the region where the Master Amateur Invitational Hunting Retriever Test is to be held during the current. The First Vice President shall perform the duties of the President during the absence or disability of the President and chair committees at the direction of the President.
- (c) Second Vice President, who shall be a resident of the region where the Master Amateur Invitational Hunting Retriever Test following the one referred to in (b) above will be held, shall perform the duties of President during the absence or disability of the President and First Vice President and chair committees at the direction of the President.
- (d) Third Vice President, who shall be a resident of the region where the Master Amateur Invitational Hunting Retriever Test will be held following the one referred to in (c) above, shall perform the duties of the President during the absence or disability of the President, First Vice President and Second Vice President, and chair committees at the direction of the President.

- (e) Fourth Vice President, who shall be a resident of the region where the Master Amateur Invitational Hunting Retriever Test will be held following the one referred to in (d) above, and shall perform the duties of President during the absence or disability of the President and remaining Vice Presidents, and chair committees at the direction of the President.
- (f) The Secretary and the Treasurer, both of which offices may be held by the same individual, and who may be elected irrespective of residency.
- (g) Board of Directors, consisting of a Director and Vice President from each region. Each director and Vice President elected shall be a resident of the region they represent. Terms of office shall be for two years. The Directors shall constitute the Nomination Committee for the elections of Officers and Directors. The Directors will serve as the primary liaison between the Club and its members.

SECTION 4. ELECTIONS: The initial Officers and Directors shall be appointed by the Organizing Committee, whose signatures are attached, and will serve until the second annual meeting of the Club. Henceforth the Directors and Officers, as their terms expire, shall be elected at a meeting to be called annually by the President, to be held in conjunction with the Master Amateur Invitational Hunting Retriever Test. Alternatively the Board may conduct the election by electronic or mail ballot with results announced at the Annual Meeting.

Officer terms (except as noted below) shall be for four (4) years. Director terms (except as noted below) shall be for two years. Terms shall commence on June 1 or 30 days after the Annual Meeting whichever date shall occur last.

The first term of Secretary/Treasurer shall be for three years and four years thereafter. Should the office of Secretary and Treasurer be held by different persons the first term of Treasurer shall be for five years and four years thereafter.

The term of office for each Vice President shall be up for election in the year following the MAI of that Vice President's region. The terms of office for the first election of the Directors from Region 1 and 3 shall be for three years and two years thereafter. Officers shall be elected by a majority vote of members in attendance at such meetings, but regional Directors shall be elected by majority vote of only such members as are in their respective regions. No officer or Director may serve more than two consecutive terms

SECTION 5. The Secretary shall keep a complete record of all members and member clubs and of their delegates with their addresses, and of all matters of which a record shall be ordered by this Club. The Secretary shall verify credentials of candidate clubs for membership and upon acceptance of such credentials by the Club and receipt of the then current initiation fee, the Secretary shall notify each club of their election to membership. The Secretary shall notify the members and the Board of Directors of this Club in writing of all meetings of Directors and of members, giving the time, place and manner thereof. The Secretary shall be custodian of the seal and records of this Club and perform all other duties customary to this office.

SECTION 6 The Treasurer shall collect and receive all moneys due to or belonging to this Club and send all notices determining dues and assessments. The Treasurer shall deposit all

moneys in such banks as shall be designated by the Board of Directors in the name of this Club. The Treasurer shall have authority to sign checks for the withdrawal of funds from such accounts, provided that no funds will be disbursed without the prior approval of the BOD. This same authority is given to the President, or to the First Vice- President, as the Board of Directors may designate. The Treasurer's books shall be open at all times for inspection by the Board of Directors or any member thereof, or the delegate of any member club. The Treasurer shall report to the members and to the Board of Directors at every meeting as to the condition of the finances of this Club. The Treasurer shall prepare a report of all moneys received and expended during the year, to be completed by January 31, and shall present the same to the President. Such report shall be presented to the membership no later than at the succeeding annual meeting. An independent review of all accounts shall be performed in the odd numbered years beginning 2019. The Treasurer shall perform such other duties as may be directed by the Board of Directors. The Treasurer shall be bonded in such amount as may be determined by the Board. All checks or withdrawals from Club accounts in excess of \$2,500 - or such other amount as may be determined by the Board -shall require two authorized signatures.

SECTION 7.

(a) Any officer or member of the Board of Directors may be removed by a two-thirds vote of the remaining officers and directors at any time for a violation of duty. Removal shall be deemed a vacancy in office.

(b) In case of a vacancy in any office or regional Director, that position shall be replaced for the balance of the unexpired term by a person chosen by majority vote of the remaining Officers and Directors. In the event of removal of the President or any Vice President, the next designated Vice President shall preside until the vacancy is filled.

SECTION 8. Only persons who meet the definition of "Amateur" as defined by the American Kennel Club regulations pertaining to retrievers then in force shall be eligible for election as an Officer or Director. If that person's amateur status, as herein defined, is lost thereafter, that person may complete their current term of office but shall be disqualified for re-election until their amateur status is reinstated.

SECTION 9. The fiscal year of this Club shall begin on January 1 and end on December 31 of each year.

SECTION 10. The Board may, by majority vote, appoint additional ex officio officers that, in its determination, are prudent and necessary for the efficient operation of the Club and the annual event. Such officers may include, but are not limited to, Sponsor Liaison, Safety Officer and Hunting Test Secretary. Such officers shall serve at the pleasure of the Board.

SECTION 11. The President, with the advice and consent of the Board, shall appoint a Long Range Planning Committee of no more than 6 members. The LRPC's duties are to examine and

provide recommendations to the Board on all issues related to the Club's management, fiscal viability, organization and the quality of the annual event. The President will serve as Chair and should appoint at least 3 members of the LRPC from outside the Club's Board of Directors.

ARTICLE VIII

MEETINGS

SECTION 1. The annual meeting of members shall take place each year on the day before the first day of the Master Amateur Invitational Hunting Retriever Test, at a location which shall be as close as practicable to the location of such Test, and at such time as shall be designated by the President

SECTION 2. Special meetings of this Club may be called as follows:

- (a) By the President on ten (10) days' written or electronic notice to all members and club delegates, designating the time, place and manner – which may include electronic or other communications - of the meeting and stating the purpose thereof; or
- (b) Upon receipt of requests in writing from not less than five (5) members, in which case the Secretary shall call and duly give notice of a special meeting of this Club, stating the purpose, time, place and manner thereof.

SECTION 3. Quorums

- (a) Annual Meeting: No quorum necessary.
- (b) Board Meetings: 50% +1 to conduct club business.
- (c) Special Member meetings: at least 20% of the membership must be represented before any vote.
- (d) It shall be the duty of the Club Secretary to verify the credentials and security of all meetings or votes by the members.

SECTION 4 Forty (40) days' written notice of each annual meeting shall be given to each member and each delegate.

- (a) The meeting notice shall include the agenda including all nominations and business to be brought forward.
- (b) New business may only be considered at the annual meeting if it has been submitted fifty-five (55) days in advance of the annual meeting and transmitted to all member clubs along with the notice of annual meeting.

ARTICLE IX

THE MASTER AMATEUR INVITATIONAL HUNTING RETRIEVER TEST

SECTION 1. For the purposes of conducting the Master Amateur Invitational Hunting Retriever Test, the country shall be divided into four regions as follows:

- (a) Region One-Atlantic: Comprises the states of Maine, Vermont, New Hampshire, Massachusetts, Connecticut, Rhode Island, New York, New Jersey, Maryland, Delaware, Pennsylvania, Ohio, West Virginia, Virginia, North Carolina, South Carolina, Georgia and Florida.
- (b) Region Two-Central: Comprises the states of Michigan, Indiana, Kentucky, Tennessee, Alabama, Wisconsin, Illinois, Mississippi, Minnesota, Iowa, Arkansas, Louisiana and Missouri.
- (c) Region Three-West Central: Comprises the states of North Dakota, South Dakota, Nebraska, Kansas, New Mexico, Oklahoma, Texas, Colorado, Utah, Wyoming, Montana and Idaho.
- (d) Region Four-Pacific: Comprises the states of Washington, Oregon, California, Nevada, Arizona, Alaska and Hawaii.

SECTION 2. The site of the Master Amateur Invitational Hunting Retriever Test shall be rotated annually among the various regions of the country to be determined by the Board of Directors.

- (a) The first Master Amateur Invitational Hunting Retriever Test will be held at a site in Region 1 or such other region as determined by the Board.
- (b) In each succeeding year, the site of the Master Amateur Invitational Hunting Retriever Test will be selected according to the following schedule of rotation:
 - (1) Region 1-Atlantic
 - (2) Region 2-Central
 - (3) Region 3-West Central
 - (4) Region 4-Pacific

Notwithstanding the above, in the event the Board of Directors, after reasonable effort, is unable to obtain a site in the prescribed region which it considers suitable for the Master Amateur Invitational Hunting Retriever Test, the Board may select a site in another region. In selecting such a site, care should be exercised that: (1) no site will be used in two consecutive years; and (2) return to the prescribed system of rotation can be most promptly and easily accomplished.

SECTION 3. At the annual meeting described in Article VIII, Section 1, the Hunt Test Committee will be announced, consisting of the President, the Hunt Test Secretary, Chief Chair,

who shall be the Vice President of the region in which the event is held, the Assistant Chief Chair, who shall be the Vice President for the region where the next year's event will be held, and the remaining two (2) Vice Presidents

(a) The Hunt Test Committee shall have full charge over the conduct of the Master Amateur Invitational Hunting Retriever Test to be held in that calendar year, subject to the requirements of Article IX of these By-Laws. The Hunt Test Committee shall have power to form and make appointments to advisory or operating committees, and such appointees need not be Directors or Officers of this Club.

(b) The Hunting Test Committee shall follow, as closely as practicable, the policies and procedures for internal operations adopted by the Board of Directors of this Club.

(c) In the event of a tie vote occurring at any meeting of the Hunting Test Committee, the vote of the President shall break such tie.

SECTION 4. Eligibility to Judge the Master Amateur Invitational Event (MAI): Judges for the Master Amateur Invitational Hunting Retriever Test shall be thoroughly experienced in handling and working with retrievers in the field, training retrievers, hunting with retrievers and in the requirements of retriever work. The Board of Directors shall establish and maintain a written list of recommended qualifications for MARC judges. A Selection Committee consisting of the First Vice President and the 4 Regional Directors will advise the Board of Directors on final judges' recommendation. Judges may be amateurs or professionals. Except in the case of an emergency, as approved by a two-thirds vote of the Board, no member of the Board of Directors of the Club may be nominated, elected to, or serve as a judge for the annual event, even if they resign, during their respective term of office.

SECTION 5. Number of Contestants, Eligibility and Entry Fees

(a) For the first MAI test, contestants shall be limited to the following:

(1) Dogs who, during the defined qualifying year, earn at least 6 qualifying scores in master stakes held in any AKC licensed hunting test for retrievers when handled by an amateur as defined by the AKC.

Qualifying dogs of the previous year's Master National Hunting Retriever Test shall receive credit for two qualifying scores, provided the dogs were handled by amateurs. In subsequent years, dogs that qualify in the previous year's MAI shall receive credit for two qualifying scores.

(2) Contestants who enter exclusively in Alaska must obtain qualifying scores in a minimum of four master stakes held by member clubs when handled by an amateur as defined by the AKC and have an MH title.

(3) Dogs, domiciled in Canada, running exclusively in CKC Master Hunt Test events, that passed the most recent CKC Canadian Master National Hunt Test prior to the MAI qualifying end date and are handled by amateurs.

(4) Dogs having passed three prior MNRC or MAI annual events are exempt from the requirements of this section and are qualified for all future MAI annual events provided that the dogs were handled by an amateur at all such events.

(5) Only amateurs may enter or handle dogs at the Master Amateur Invitational.

(6) Subject to approval by the AKC the Board may limit the number of dogs any single handler may run giving preference to those dogs that are wholly owned by their handler. At the first Master Amateur Invitational no handler may enter or run more than 3 dogs that are not wholly owned by that handler or a family member of the handler.

(b) In order to be counted towards the qualifying requirements, a Master stake at which qualifying scores are awarded must have a beginning date falling between March 1 of the year preceding the current Master Amateur Invitational Hunting Retriever Test and the last day of February of the year of the Master Amateur Invitational Hunting Retriever Test.

(c) For events in subsequent years the Board of Directors shall establish qualifying requirements provided that any substantial increase to requirements are announced no later than 90 days prior to the start of any subsequent qualifying period.

(d) Each entrant must pay an entry fee, to be determined by the Board of Directors.

SECTION 6. Duration of the Master Amateur Invitational Hunting Retriever (MAI) Test

(a) The MAI tests shall represent the equivalent of two weekend master hunt tests. In the event of unforeseen and unavoidable circumstances the Board and the Test Committee may take such actions as are necessary for the safe and efficient conduct of the Test. In keeping with the national nature of the MAI annual test, judges shall be instructed to set up situations and scenarios at the upper end of requirements as outlined in the AKC Regulations and Guidelines for Hunting Tests for Retrievers.

(b) Any extenuating circumstances may be addressed and resolved by the Hunting Test committee.

(c) The mechanics of conducting the MAI test shall be determined by policies and procedures adopted by the Board of Directors, and copies of such shall be given to member clubs and contestants. However, the following shall apply:

1. The Board of Directors may choose to split the event into as many flights as are needed for efficient operation of the event. There will be two judges per flight.
2. With the priority of fully achieving the testing requirements every attempt will be made to insure that the Master Amateur Invitational shall be run over no longer than eight full days (For example, Sunday-Sunday, inclusive).

SECTION 7. Elimination of Contestants

(a) The AKC Standard Procedure for Hunting Tests for Retrievers shall govern the Event. (New version)

(b) This being a National Invitational event, the judges are encouraged to set a sufficient number of tests of such a level as to fully evaluate the abilities of trained hunting retrievers.

SECTION 8. Prizes

No cash prizes shall be awarded, but the dogs and handlers who qualify may be awarded such trophies as this Club may determine.

SECTION 9. Paid Help

The Hunting Test Committee may procure such hired helpers as are reasonably deemed necessary for the proper conduct of the stake, considering the number of entries and the number of prospective workers from the contestants themselves.

SECTION 10. Host Club.

The Board will solicit proposals from Host Clubs for the annual event at least two years (if practicable) in advance. Upon selection by the Board the Host Club shall provide a budget for the event, confirmation of grounds, adequate help and provide services mutually agreed upon for the event. The Board shall determine, in advance of selection of the Host Club, any sharing of the costs and proceeds of the event.

In the absence of a qualified Host Club the Board may elect to proceed without a Host Club.

SECTION 11. Dates

The Master Amateur Invitational event will be scheduled to occur between April 15 and June 30. The Board, only in the event of extraordinary circumstances, may adjust those dates in any given year.

ARTICLE X

SEAL

The corporate seal of this Club shall be four concentric stars between which shall appear the name of this Club, and in the center shall be inscribed "Master Amateur" and such seal as impressed on the margin hereof is hereby adopted as the corporate seal of this Club. In the absence of a physical seal the written word "SEAL" with the initials of one or more officers shall suffice.

ARTICLE XI

AMENDMENTS

SECTION 1. An affirmative vote of two-thirds of the Board of Directors shall be necessary for the adoption of any amendment, notice of which has been given in accordance with Article VIII.

SECTION 2. Amendments to the Bylaws may be decided either by mail or voice vote, at the Annual Meeting, or a special called meeting. Ballots may be returned to the Secretary by regular U.S. Postal Service First Class mail or electronic transmission. They must be received no later than 60 days after the mailing of the ballot with that date stated in the cover letter. All results with votes shall be posted.