

CONSTITUTION

MISSOURI HEADWATERS GUN DOG CLUB

FORMED ON MARCH 15, 1988

ARTICLE I

Name and Objects

SECTION 1. The name of the Club shall be Missouri Headwaters Gun Dog Club.

SECTION 2. The objects of the Club shall be:

- (a) Conservation of game with the cooperation of Federal, State and private agencies.
- (b) Advancement of gun dogs through training-testing and responsible breeding.
- (c) Further education of gun dog owners to perpetuate the sport.
- (d) To conduct sanctioned and licensed Hunting Dog Tests and Field Trials.
- (e) Monies collected by the club are only to be used for meeting objects listed in Section 2 (a,b,c and d).

SECTION 3. The Club shall be conducted as a not-for-profit corporation 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 by-laws as may be required to carry out these objects.

BY-LAWS

ARTICLE I

Membership

SECTION 1. The Missouri Headwaters Gun Dog Club is Multibreed club with three divisions: Pointers, Retrievers, and Flushers. Membership in MHGDC applies to all three divisions and is a family membership that includes a spouse and children 18 and under who live with you. Members may elect to participate in any or all three divisions. While membership is to be unrestricted as to residence, the Club's primary purpose is to be represented by sporting dog owners in the immediate area.

SECTION 2. Dues. Annual membership dues shall be in an amount to be determined by the Board of Directors. Annual dues are payable on or before the date of the first General Membership meeting of the year.

SECTION 3. Termination of Membership. Memberships may be terminated:

1. By resignation. Any member in good standing may resign from the club upon written notice to the 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.
2. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety (90) days after the first day of the fiscal year. However, the Board may grant an additional ninety (90) 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.
3. By expulsion. A membership may be terminated by expulsion as provided in Article VI of these by-laws.

ARTICLE II

Meetings and Voting

SECTION 1. Club Meeting. Meetings of the Club shall be held in (or within 35 miles of) the City of Bozeman, Montana, at such time and place as may be designated by the Board of Directors. Notice of each such meeting shall be sent to Club Members by email at least 30 days prior to the proposed meeting date. The quorum for such meetings shall be 20% of the members in good standing.

SECTION 2. Special Club Meeting. Special meetings of the Club 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; and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in (or within 35 miles of) the City of Bozeman, Montana at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Notice of such a meeting shall be emailed by the Secretary at least 5 days and not more than 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 20% of the members in good standing.

SECTION 3. Board Meetings. Meetings of the board of Directors are to be held in (or within 35 miles of) the City of Bozeman, Montana, at such time and place as may be designated by the Board of Directors, otherwise at the discretion of the Board, Board Meetings may be virtual and attended virtually, with voting rights. Email notice of such meeting will be provided to club members prior to the scheduled board 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 Secretary upon receipt of a written request signed by at least

three members of the Board. Such special meetings shall be held in (or within 35 miles) of the City of Bozeman, Montana, at such place, date and hour as may be designated by the person authorized herein to call such meeting, otherwise at the discretion of the Board, Special Board Meetings may be virtual and attended virtually, with voting rights. Notice of such meeting shall be emailed by the Secretary at least 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 per membership at any meeting of the Club at which he 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 comprised of the President, Vice- President, Secretary, Treasurer and two (2) Board members from each of the three divisions. All board members shall be members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article IV. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers. The Club's officers, consisting of the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

(a) The President shall preside at all meetings of the Club and of the Board 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 powers of the President in case of the President's death, absence or incapacity.

(c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club. He/She shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, keep a roll of the members of the Club with their contact information, and carry out such other duties as are prescribed by these by-laws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Club. He/She shall deposit the same in a bank designated by the Board, in the name of the Club. The Treasurers books shall, always, be open to inspection of the Board and the treasurer shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at a Special Board Meeting called for that purpose; 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 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 shall begin on the first day of January and end on the thirty-first day of December.

The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

SECTION 2. Annual Meeting. The annual meeting shall be held in the month of January or February at which Officers, and Directors for the ensuing year shall be elected from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within thirty (30) days after the election.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The six (6) 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 December, 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 Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be their duty to call a committee meeting which shall be held on or before December 20th.

(a) The Committee shall nominate one candidate for each office and six candidates for the six other positions on the Board, and after securing the consent of each person so nominated, shall report their nominations by email to the Secretary prior to January 1st.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall, before the Board Meeting or general club meeting, notify each member electronically of the candidates so nominated.

(c) Additional nominations may be made electronically by email to the Secretary or at the Board Meeting or general meeting, by any member provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is unaware of the nomination or is not in attendance at this meeting, their proposer shall present to the Secretary a written or electronic statement from the proposed candidate signifying their willingness to be a candidate. No person may be a candidate for more than one position.

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, trophies, annual prizes, membership, and other fields which may well be served by committees. Such committees may also be appointed by the Board to aid it on particular projects.

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

ARTICLE VI Discipline

SECTION 1. **Dog club suspension or expulsion.** Any member who is suspended or expelled from the privileges of The American Kennel Club, NSTR, or any other organization whose principal purpose is the care, training, testing and /or breeding of hunting dogs may be suspended or expelled from the privileges of the Club for a like period.

SECTION 2. Any member practicing or using unfair or dishonest methods of entering or handling in any recognized competition, or who knowingly commits an intentional act which shall tend to injure the honest character or reputation of a fellow member, or to disturb the harmony or function of MHDGC, shall be automatically suspended from all MHGDC activities for a period of one year. A second offense shall result in lifetime expulsion from MHGDC. All disciplinary action must be coordinated and approved by the board of Directors. Suspension or expulsion shall also include any dogs owned by the person at the time of the infraction, for a period of time concurrent with the suspension or expulsion of the member.

ARTICLE VII Amendments

SECTION 1. Amendments to the Constitution and By-laws may be proposed by the Board of Directors or by electronic petition addressed to the Secretary signed by twenty per cent 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 Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The Constitution and By-laws may be amended by a two-thirds vote of the members present and voting at the Annual Meeting or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and emailed to each member at least two 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 of the members. In the event of the dissolution of the Club other than for purposes of reorganization 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 charitable 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 last meeting Report of President

Report of Secretary

Report of Treasurer

Reports of Committees

Election of Officers and Board (at 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:

Roll Call

Reading of minutes of last meeting Report of Secretary

Report of Treasurer

Reports of Committees

Unfinished business

New business

Adjournment

This document was revised and unanimously adopted by the full membership present at the MHGDC Annual Meeting held on January 28th, 2024.