

CONSTITUTION OF
GOLDEN RETRIEVER RESCUE, EDUCATION AND TRAINING, INC.

In order to establish a Society to promote the rescue and protection of Golden Retrievers and to inspire recognition of the rights of these fellow beings to lead dignified and protected lives, we establish this Constitution for the Society known as Golden Retriever Rescue, Education and Training, Inc. (GRREAT)

ARTICLE I

SECTION 1. The name of the Society shall be Golden Retriever Rescue, Education and Training, Inc. (GRREAT). GRREAT was formed to facilitate the rescue and placement of unwanted Golden Retriever dogs into new homes, and all of its assets shall be dedicated to this, its exempt purpose under Section 501(c)(3) of the Internal Revenue Code. We will respond to owners who no longer want their pet Golden Retrievers and we will work to place the dogs in suitable new homes. We will require that all dogs that we place are spayed or neutered. If the dog has been abused or needs medical attention, we will provide emotional and medical rehabilitation. Approved members of the public desiring to adopt rescued Golden Retrievers will have access to profiles of dogs awaiting adoption. At no time will a donation to GRREAT be required. An adoption fee to partially cover GRREAT's costs will be charged. GRREAT's sole purpose is to provide good homes for Golden Retrievers who might otherwise be abandoned or euthanized. Through education the Society will seek to reduce the unwanted dog population and increase responsible pet ownership.

SECTION 2. The objectives of the Society shall be:

- (a) to encourage and promote responsible dog ownership and to reduce the abuse and neglect of unwanted Golden Retriever dogs through rehabilitation, education and adoption.
- (b) to do all in its power to accept unwanted Golden Retriever dogs, care for them medically, spay/neuter them and place them in caring homes.
- (c) to educate dog owners about training, spay/neuter and the humane care for their dogs and to promote good canine citizenship.
- (d) to specifically educate the public about the Golden Retriever breed and the advantages of adopting a rescued dog.

SECTION 3. The Society shall not be conducted nor operated for profit. No part of any remainder or residue from donations to the Society shall inure to the benefit of any member or individual.

SECTION 4. The membership of the Society shall adopt and may from time to time revise or amend such bylaws as may be required to carry out these objectives.

SECTION 5. The Society shall serve a geographical area(s) determined by its Board of Directors.

BYLAWS OF
GOLDEN RETRIEVER RESCUE, EDUCATION, AND TRAINING INC.
(GRREAT)

ARTICLE I
Acquisition and Adoption of Dogs

Section 1. Acquisition of Dogs

The Society shall attempt to accept for placement, Golden Retriever dogs and mixed Golden Retriever dogs as determined by registration papers or the assessment of its Board of Directors, within the physical and financial means of the Society. All dogs given to the Society shall become the property of the Society as specified in the GRREAT Owner Release, and shall be returned to the original owner only by special petition and a vote of the Board of Directors.

Section 2. Adoption of Dogs

After applying to the Society to adopt a Golden Retriever, Applicants shall be considered by members of the Society who shall evaluate Applicants' ability to humanely care for a dog, and to provide necessary food, medical care, housing, and supervision. GRREAT reserves the right to deny adoption approval to any Applicant whom GRREAT, in its sole discretion, determines incapable of adequately caring for a dog. Applicants so denied may petition GRREAT for reconsideration, in writing, within 24 hours of the denial. A decision on the Petition for Reconsideration shall be communicated to the petitioning party within fourteen (14) days after the petition is filed.

Section 3. Foster Homes

When advisable following necessary vetting, dogs will be placed in temporary volunteer foster homes for care and evaluation. The foster home shall be responsible for adhering to the procedures as outlined in the GRREAT Foster Home Agreement and the GRREAT Standard Operating Procedures.

Section 4. Volunteers

The work of the Society shall be performed by unpaid volunteers unless determined otherwise by the Board of Directors. All volunteers, so long as they are representing GRREAT in any capacity, are covered by these bylaws.

Section 5. Other Facilities

On occasion based upon its discretion GRREAT may transport dogs to other facilities, and may operate a boarding facility for these purposes.

ARTICLE II
Membership

Section 1. Membership

Members are those whose dues are current. To be current, dues must be paid in full by the January 31 next following expiration of previous year's membership. Membership in the Society

is unrestricted as to residence and does not in any way grant special privileges pertaining to the adoption of a dog. All members shall subscribe to the purpose of this Society, shall be eligible to vote on matters brought before the general membership and shall receive GRREAT's periodic newsletter.

Section 2. Dues

Membership dues, as fixed by the Board of Directors, shall be due and payable on or before December 31, for the next calendar year, beginning January 1. A reminder shall be published in the GRREAT Newsletter. Memberships paid on or after October shall carry membership through the next calendar year. Non-members adopting a dog are granted free membership for the calendar year in which the adoption takes place.

Section 3. Termination of Membership

Membership may be terminated:

- (a) By resignation. Any member in good standing may resign from the Society upon written notice to the Secretary.
- (b) By lapsing. A membership will be considered as lapsed and automatically terminated for any member whose dues remain unpaid by the 31st of January.
- (c) By expulsion. A membership may be terminated by expulsion as provided in these bylaws.

ARTICLE III

Fiscal Year, Society Meetings, Nominations, Voting, Elections

Section 1. Fiscal Year, Annual Meeting

The Society's fiscal year shall begin on the 1st day of January and end on the 31st day of December. General membership meetings, including an annual meeting, shall be called by the President upon the affirmative vote of a majority of the Board. An Annual meeting shall be held in January, or as soon thereafter as practicable, of the new fiscal year on a date and at a place determined by the Board at which officers, i.e., the President, Vice-President, Secretary and Treasurer, the Society's officers, will be elected from among members nominated pursuant to Section 3 of this Article, to terms set forth in Article IV, Section 2 hereof. A quorum at the annual or any other general membership meeting of the Society shall consist of those members attending the meeting. Membership meetings shall be conducted in accordance with Robert's Rules of Order.

Section 2. Notice of Meetings

Written or printed notice of each general Society membership meeting, stating the time when and place where it is to be held, as well as the purpose or purposes for which the meeting is called, shall be published on the GRREAT web site at least thirty (30) days prior to the scheduled meeting.

Section 3. Nominations

During the month of October the membership shall nominate candidates for each office, either electronically, in writing mailed to the Secretary or in the form of a motion at any regular meeting during the month of October. All nominations must be received by the Secretary by October 31st preceding the Annual Meeting and election. This deadline may be extended by a majority vote of the Board of Directors. If the person nominated declines the nomination, that person's name shall be withdrawn. Other than as provided in Article IV, Section 2(e), no person may be a candidate for more than one position. The Board shall implement procedures as necessary to achieve a smoothly run election process.

Section 4. Voting

Voting procedures at the Annual Meeting, and at all regular meetings, shall be set by the Board of Directors and shall be limited to those members as prescribed in Article II Section 1, who are present at the meeting, or who have submitted a written ballot by mail which is received by the Secretary by a deadline set by the Board of Directors. A written ballot form shall be made available on the web site.

Section 5. Election results

The candidate receiving the highest vote total for each office shall be declared elected to that office.

Section 6. Other Society Meetings

Other general Society membership meetings may be called by a majority of the Board as necessary. Notice of such meetings shall be published in the GRREAT Newsletter and/or on the GRREAT web site and a summary of such meetings shall also be published in like manner. Meetings of the Board of Directors shall be held quarterly as set forth in Article IV, Section 4.

ARTICLE IV

Board of Directors and Officers

Section 1. Board of Directors

The Board of Directors shall be comprised of the President, Vice-President, Secretary and Treasurer, elected by the membership, and additional members appointed by the President subject to confirmation by the Board.

Section 2. Officers

Officers shall be elected to two-year terms, such terms to be staggered to provide continuity. The President and Treasurer shall be elected in odd-numbered years; the Vice-President and Secretary shall be elected in even-numbered years. These elections shall occur at the Society's Annual Meeting each year as provided in Article III, and elected officers shall serve until their successors are elected.

(a) The President shall preside at all meetings of the Society and of the Board, and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these 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, in addition to duties delegated by the President.

(c) The Secretary shall keep a record of all meetings of the Society and of the Board and of all votes taken by mail, and of all matters of which a record shall be ordered by the Society. The Secretary shall maintain, or delegate the maintenance of, a record of correspondence, as necessary, and shall notify members of meetings, furnish a summary of minutes for publication in the newsletter, ensure maintenance of a roll of the members of the Society with their addresses and carry out such other duties as are prescribed in these bylaws.

(d) The Treasurer shall collect and receive all monies due or belonging to the Society. The Treasurer shall deposit the same in a bank approved by the Board, in the name of the Society. The books shall at all times be open to inspection by the Board and, in addition to monthly reports to the Board, a report shall be made at every meeting regarding the condition of the Society's finances. At the first regular meeting of each year there shall be a rendering of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

(e) The offices of Vice President and Secretary or Secretary and Treasurer may be combined, but when such is done, another Board member shall be appointed to ensure that at all times the Board consists of an uneven number of members.

The President may appoint committees to advance the work of the Society subject to the Board's direction and any such committee may be terminated by the Board at its discretion.

Section 3: Non-Elected Board Members

Subject to the consent of a majority of the Board, the President shall appoint to a one-year term at the April, 2012 Board meeting, and thereafter to two-year terms at the second Board meeting in odd-numbered years:

An Intake Coordinator;

An Adoption Coordinator;

A Foster Homes Coordinator; and

A Medical Coordinator.

These positions may be combined as and when the Board may determine.

Subject to the consent of a majority of the Board, the President shall appoint to two-year terms, at the second Board meeting in even-numbered years, other Board members as deemed necessary to carry forth the Society's business.

At any given time the Board shall consist of an odd number of members. During any period in which the Board consists of an even number of members, the Society's business shall be conducted by a plurality of two votes on any matter requiring a vote.

Section 4. Board Meetings

The first meeting of the newly-elected Board shall be held immediately following the Annual Meeting as set forth in Article III, Section 1. Other meetings of the Board of Directors shall be held at least quarterly, at such times and places as are designated by the President or by the majority vote of the Board and may be conducted in person, by mail or telephone conference. The Board's business shall be conducted by the majority of the Board members present at any meeting, a quorum for conducting business being a majority of Board members, unless otherwise required by these bylaws. Minutes of Board meetings shall be published in the newsletter and/or on the web site. Email or telephone votes to determine day-to-day decisions are not considered "Board meetings" as requiring published summaries.

Section 5. Vacancies

Vacancies occurring on the Board shall be filled until the vacated member's term expires, by a majority vote of all members of the Board in accordance with this Article IV, except that a vacancy in the office of President shall be filled automatically by the Vice-President.

Section 6. Newsletter

The Board shall endeavor to effect the publication of a newsletter to apprise the public of the Society's activities, goals and accomplishments. Such publication may be used for advertising in compliance with GRREAT's tax exempt status and shall be distributed to its general membership.

Section 7. Indemnification

To the maximum extent permitted by the Maryland General Corporation Law and the Internal Revenue Code as from time to time amended, the Society shall indemnify its currently acting and its former Directors, officers, agents, and employees.

Section 8. Liabilities

To the maximum extent that limitations on the liability of the directors and officers are permitted by the Maryland General Corporation Law and the Internal Revenue Code, as from time to time amended, no director or officer of the Society shall have any liability to the Society or its members for money damages other than for malfeasance or gross misfeasance.

ARTICLE V
Discipline of Members

Section 1. Discipline

A complaint against a member may be initiated by any member in writing accompanied by a twenty-five dollar (\$25.00) filing fee.

A member may be disciplined by the Board for conduct prejudicial to the best interests of the Society or the breed, for violations of the Society's Constitution and/or bylaws, or for violating any local or federal law, regulation or ordinance that is directly or indirectly connected to animal mistreatment or abuse. The Board, by a two-thirds vote of all members, may suspend the member, expel the member or take any other action it deems in the best interest of the Society.

Section 2. Determinations

Alleged actionable complaints shall be referred by the President to a Disciplinary Committee, consisting of the President, Vice President, Secretary, and Treasurer. The member shall be notified of the nature of the complaint and of the investigation and shall be given the opportunity to submit written information to the Committee. The Disciplinary Committee shall report its findings to the full Board, including any corrective measures recommended. The President shall notify the member of the Board's determination by certified mail to the member's last known address, return receipt requested, with the member's appeal rights clearly defined.

Section 3. Right To Appeal

A member may appeal the Board's decision and discipline imposed, in writing, within 10 days of the date of mailing of the decision. The Board shall consider said appeal and notify the member of its decision in the same manner as set forth in Section 2 of this Article.

ARTICLE VI
Discipline & Removal of Board of Director Members

Section 1. Charges

In the event a written complaint accompanied by a twenty-five dollar (\$25.00) filing fee is lodged with the Secretary regarding a Board member, the Board shall appoint a committee to conduct an investigation to determine if probable cause exists to support the complaint. Said committee shall report its findings to the Board within fourteen (14) days of its appointment and if probable cause is found, the Board shall notify the member in writing of its intent to bring disciplinary charges.

Section 2. Hearing

By written request, within ten (10) days of the Board's notification, the Board member shall be provided an opportunity to be heard before the Board, and pending any hearing the Board may suspend the Board member's voting privileges without notice if necessary to protect the Society from harm. Should the Board member request to be heard, a hearing shall be scheduled within a

reasonable time after receipt of the written request. The Board shall adopt such rules for said hearing as it may in its discretion consider necessary for the best interests of the Society and to provide due process. The Board member may be represented by counsel upon any such hearing.

Section 3. Discipline

Absent the Board member's written request to be heard on the charges, the Board may discipline the member and impose sanctions, if any, by a two-thirds vote of all Board members. The Board member may be removed from the Board, suspended from the Board, expelled from the Society or otherwise disciplined when sufficient cause is determined.

ARTICLE VII Amendment of Bylaws

Section 1. Proposals to Amend; Notice

Proposals to amend the Constitution and/or Bylaws may be made either (1) by the Board of Directors, or (2) by a written petition signed by twenty-five (25) voting members and delivered to the Secretary. Such proposed amendments shall be published on the GRREAT web site, and also in the GRREAT Newsletter when possible considering publication deadlines.

Section 2. Voting on Amendments

Amendments proposed by a two-thirds (2/3) affirmative vote of the full Board shall be moved for adoption at the next general membership meeting where a two-thirds affirmative vote of those members present shall be required for adoption.

No sooner than thirty (30) days following first publication on the GRREAT web site, amendments proposed by petition shall be considered by the Board. A two-thirds (2/3) affirmative vote of the full Board shall be required to recommend said amendment(s) for adoption by the general membership at the next general membership meeting where a two-thirds affirmative vote of those members present shall be required for adoption.

ARTICLE VIII Dissolution

The Society may be dissolved at any time by the written consent of not less than two thirds (2/3) of the voting members. In the event of the dissolution of the Society, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Society nor any proceeds thereof nor any assets of the Society shall be distributed to any members of the Society but after payment of the debts of the Society its property and assets shall be given to a charitable organization for the benefit of animals selected by the Board; provided that any organization chosen qualifies under the provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX
Order of Business

Section 1

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

Roll Call (may be signed in)
Minutes of last meeting
Report of President
Report of Secretary
Report of Treasurer
Report of Committee(s)
Election of Officers (first meeting each year)
Unfinished business
Other 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 Secretary
Report of Treasurer
Report of Committee(s)
Unfinished business
Other Business
Adjournment