

**RAPPAHANNOCK RIVER RETRIEVER CLUB INC.
CONSTITUTION**

TO: STATE CORPORATION COMMISSION:

The undersigned natural person of the age of twenty-one years or more, acting as incorporator, adopts the following Articles of Incorporation pursuant to the State Nonstock Corporations Act:

FIRST: The name of the Corporation shall be the Rappahannock River Retriever Club Inc.

SECOND: The period of duration is perpetual

THIRD: Said Corporation is organized exclusively for charitable, educational, and public safety purposes and the fostering of amateur sports competition where national titles are competed for, and the prevention of cruelty to animals including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In pursuance of these purposes it shall have the powers to carry on any business or other activity which may be lawfully conducted by a corporation organized under the Commonwealth of Virginia's Nonstock Corporations Act, whether or not related to the foregoing purposes, and to do all things necessary, proper and consistent with maintaining tax exempt status under section 501(c)(3).

The objectives of the Corporation are:

1. To provide education regarding the sport of competitive retrieving to individuals of any age who are handlers of retrievers as well as to the general public, to encourage and promote quality in the breeding and field testing of purebred hunting retrievers and to do all possible to bring the natural abilities of dog and handler to perfection.
2. To do all in its power to protect and advance the interests of hunting retrievers through education and by encouraging sportsmanlike participation at field tests.

3. To conduct occasional hunting tests open to the public and licensed by and pursuant to the rules of the American Kennel Club, Inc.
4. To conduct occasional field tests open to the public and licensed by the North American Hunting Retriever Association;
5. To conduct occasional hunting tests open to the public and licensed by the United Kennel Club and the North American Kennel Club,
6. To conduct field tests for hunting retrievers and to encourage sportsmanlike conduct at such event, emphasizing: gun safety, conservation of game birds by using a well trained retriever, sportsmanship and providing a wholesome family atmosphere at all Club events
7. To promote and educate members and the public in the use and training of hunting retrievers as a conservation tool for the sound management and use of all wildlife resources.
8. To promote and educate members and the general public regarding gun and hunting safety.
9. To promote and educate members and the general public regarding humane animal care, training, and welfare.
10. To hold educational seminars on various topics related to the training and testing of retrievers for members, the general public, and hunt test judges.

FOURTH The Rappahannock River Retriever Club, Inc., shall be a non-profit corporation and shall not have authority to issue any capital stock. The property of Rappahannock River Retriever Club, Inc., shall be used solely to promote its purposes as herein defined. 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 professional services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be 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, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Some or all accounting surplus will be used to “promote charitable aims.”

FIFTH: The Corporation may have one or more classes of members, the qualifications and rights, including voting rights, of which shall be designated in the bylaws.

SIXTH: The registered agent is Bob Gray, who is a resident of the Commonwealth of Virginia and a director of the corporation, and the address of its initial registered office is 6613 Ridgeway Drive, Springfield, VA 22150-4313, which is physically located in the county of Fairfax

SEVENTH: The number of directors constituting the initial Board of Directors is eight, and the names and addresses, including street number, of the persons who are to serve as the initial directors until the first annual meeting, or until their successors are elected and qualified, are:

Bradley L. Sisson
10334 Poe Drive
Manassas, VA 20110-6146

Bob Gray
6613 Ridgeway Drive
Springfield, VA 22150-4313

Julie Reardon
Hope Springs Farm
Box 13
Orlean, VA 20128-0013

Chip Schleider
892 Van Dusen Court
Great Falls, VA 22066-1601

Susan Medjo
16606 Old Cabin Place
Accokeek, MD 20607-3300

Neil Selby
11986 Lucky Hill Road
Remington, VA 22734-9421

Shane Manfre
11311 Pintail Point
Spotsylvania, VA 22553

Leslie Peszczynski
5437 Clubside Lane
Centreville, VA 20120

The members of the Board of Directors shall be those individuals elected, from time to time, in accordance with the Bylaws.

The liability of directors, officers, and other volunteers of this Corporation shall be limited to the fullest extent authorized under the Virginia Nonstock Corporation Act § 13.1-870.1, and Virginia Code § 8.01-220.1:1 and under the Volunteer Protection Act of 1997, Public Law 105-19, 42 U.S.C. §14501.

EIGHTH: The monetary liability of directors and officers of this Corporation is capped pursuant to the Volunteer Protection Act, 42 U.S.C. § 14501-05, Virginia Code § 13.1-870.1, and Virginia Code § 8.01-220.1:1 and is hereby set at zero and eliminated completely (1) by virtue of being so-stated in these articles; (2) because the Corporation has applied for and/or has been granted 501(c) tax exempt status; and (3) the officers and directors do not receive a salary or other compensation and are volunteers. Additional liability protection afforded by the doctrine of charitable immunity, indemnification, elimination and limitation of liability is described in the Bylaws

NINTH: The internal affairs of the Corporation shall be regulated by its Board of Directors as described in the Bylaws

TENTH: Upon dissolution of the corporation, assets shall be distributed to 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.

ELEVENTH: The name and address, including street and number, of the incorporator is:

Bradley L. Sisson
10334 Poe Drive
Manassas VA 20110-6146

TWELFTH: The members of the Corporation shall adopt and may from time to time revise such by-laws as may be required to carry out these objects.

IN WITNESS THEREOF, I have hereunto set my hand and seal this ____ day
of _____, 2004.

By: Bradley L. Sisson, Incorporator

**RAPPAHANNOCK RIVER RETRIEVER CLUB, INC.
BY-LAWS**

ARTICLE I

NAME AND PURPOSES

Section 1.01. Name. The name of the organization is **Rappahannock River Retriever Club, Inc.**

Section 1.02. Purpose. The Corporation is organized for the purposes of charitable, educational, and public safety work, the fostering amateur sports competition where national titles are competed for, and the prevention of cruelty to animals including, for such purposes, the making of distributions to other organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II

MEMBERSHIP

Section 2.01. Classes. This Corporation shall have four types of membership open to all persons eighteen years of age or older who are in good standing with the American Kennel Club, the North American Hunting Retriever Association and/or Hunting Retriever Club, Inc./United Kennel Club, Inc and who subscribe to the purposes of this corporation. While membership is to be unrestricted as to residence, the corporation's primary purpose is to be representative of the hunters, breeders and Field Testers in the greater Fairfax, Virginia area.

(a) Individual Membership. Individual members shall be entitled to all rights and privileges of membership including voting privileges of the Corporation as set forth below.

(b) Household Membership shall comprise two persons meeting the qualifications for individual membership and residing in the same household and the minor children under eighteen (18) years of age of the household except that any minor children shall not have the right to vote or hold office. All adult members of this class shall be entitled to all rights and privileges of membership including voting privileges of the Corporation as set forth below. The Corporation encourages the children of its members to participate in the training and educational opportunities offered.

(c) Junior Membership shall be for individuals under eighteen (18) years of age. Upon election of membership, Junior members shall have all privileges of membership except the right to vote or hold office.

(d) Honorary Membership shall be conferred upon the signed recommendation of one member, seconded by another member, and by a majority vote of the Board. Honorary

membership may be conferred upon an individual who shall have rendered notable service to the Club. An Honorary member shall have none of the obligations of membership in the Corporation including the payment of dues but shall be entitled to all of the privileges of membership.

Section 2.02. Qualifications. Membership status may be granted by existing members in good standing to any individual 18 years-of- age or older who is otherwise qualified for membership.

Section 2.03. Resignation and Termination of Membership.

Membership may be suspended or terminated by:

A. Resignation. Any member in good standing may resign from the Corporation upon written notice to the Membership Chairman; but no member may resign when in debt to the corporation. Dues obligations are considered a debt to the Corporation and they become incurred on the first day of each fiscal year; or

B. Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Corporation meeting whose dues are unpaid as of the date of that meeting; or

Section 2.04. Dues. Dues for members shall be established by the Board of Directors. Dues for each membership class shall not exceed \$100.00 per year, payable on or before the 1st 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 his dues for the ensuing year.

Section 2.05. 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 these constitution and bylaws and the Rules of the American Kennel Club, Inc., the North American Hunting Retriever Association and the Hunting Retriever Club, Inc./United Kennel Club, Inc. The application shall state the name and address of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues for the current year.

All applications are to be filed with the Membership Chairman and each application is to be read at the first meeting of the Corporation following receipt. At the next Corporation meeting the application will be voted upon and affirmative votes of $\frac{3}{4}$ of the members present and voting at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Corporation may not re-apply within six months after such rejection.

Section 2.06. Liability of Volunteers. The liability of directors, officers, and other volunteers of this Corporation shall be limited to the fullest extent authorized under the Virginia Nonstock Corporation Act § 13.1-870.1, and Virginia Code § 8.01-220.1:1 and under the Volunteer Protection Act of 1997, Public Law 105-19, 42 U.S.C. §14501.

ARTICLE III

MEETINGS AND VOTING

Section 3.01. Corporation Meeting. Meetings of the Corporation shall be held in the greater Fairfax, Virginia area at least six times yearly, at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be sent by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meeting shall be 20% of the members in good standing.

Section 3.02. Special Corporation Meeting. Special meetings of the Corporation may be called by the Board of Directors from time to time. Written notice of each such meeting shall be sent by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meeting shall be 20% of the members in good standing.

Section 3.03. Regular Board Meetings. The Board of Directors shall hold at least six (6) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine. Written notice of each such meeting shall be sent by the Secretary at least 10 days prior to the date of the meeting.

Section 3.04. Board Meeting Quorum. A quorum for all Board meetings shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 3.05. Special Board Meetings. Special meetings of the Board may be called by the President or at the request of any two (2) directors from time to time. Written notice of such meeting shall be sent by the Secretary at least 48 hours prior to the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted therein. A quorum for such a meeting shall be a majority of the Board.

Section 3.06. 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 Corporation at which he is present.

ARTICLE IV

DIRECTORS AND OFFICERS

Section 4.01. Board of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law. General management of the Corporation's affairs shall be entrusted to the Board of Directors. The Board shall be comprised of the President, Vice President, Secretary/Clerk, Treasurer, Membership Chairman and 3 other persons all of whom shall be members in

good standing and all of whom shall be elected for one-year terms at the Corporation's annual meeting as provided in Article V and shall serve until their successors are elected or until their resignation, death, or incapacity. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.. General management of the Corporation's affairs shall be entrusted to the Board of Directors.

Section 4.02. Officers. Officers shall be elected for one-year terms at the Corporation's annual meeting as provided in Article V and shall serve until their successors are elected or until their resignation, death, or incapacity. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the Board of Directors. In the event of a tie vote, the President shall choose the succeeding director. Resignations are effective upon receipt by the Secretary of the Corporation of written notification. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.. The Corporation's officers, consisting of the President, Vice President, Secretary, Treasurer, and Membership Chairman shall serve in their respective capacities both with regard to the Corporation and its meetings and the Board and its meetings

a) The President shall preside at all meetings of the Corporation and of the Board, and shall have the duties and power normally appurtenant to the office of President in addition to those particularly specified in these by-laws. The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

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. The Vice-President shall be a director of the Corporation and shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

c) The Secretary shall keep a record of all meetings of the Corporation and of the Board and of all matters of which a record shall be ordered by the Corporation and shall be a director of the corporation. Such records shall be kept in books proper for that purpose. They shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, and carry out such other duties as are prescribed in these by-laws. The Secretary shall perform such other duties as occasionally may be assigned by the President, subject to the control of the Board of Directors.

d) The Treasurer shall collect and shall receive all moneys due or belonging to the corporation. He shall deposit the same in a bank designated by the Board, in the name of the corporation. His books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the corporation's finances and every item of receipt or payment not before reported; and at the annual meeting he 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.

e) The Membership Chairman shall keep a roll of the members of the Corporation with their addresses and join date, notify new members of their election to membership, receive all applications and forward initial dues to the Treasurer, and carry out such other duties as prescribed by these by-laws.

f) The offices of Secretary/Clerk and Treasurer may be held by the same person in which case the Board shall be comprised of 4 officers and 3 other persons.

Section 4.03. Resignation. Resignations of officers and directors are effective upon receipt by the Secretary of the Board of a written notification.

Section 4.04. Reimbursement. Directors and officers shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval.

Section 4.05. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual meeting by a majority vote of all members of the Board at its first regular meeting following the creation of such vacancy, or 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 V

THE CORPORATE YEAR, ANNUAL MEETING, ELECTIONS

Section 5.01. Corporate Year. The Corporation's fiscal year shall begin on the 1st day of January and end on the 31st day of December.

The Corporation'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 5.02. Annual Meeting. The annual meeting shall be held in the month of October at which Officers, and Directors for the ensuing year shall be elected by secret, written ballot 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 his successor in office all properties and records relating to that office within 30 days of the election.

Section 5.03. 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 received the greatest number of votes for such positions shall be declared elected.

Section 5.04. Nominations. No person may be a candidate in a Corporation election who has not been nominated. During June, The Board shall select a Nominating Committee consisting of 3 members and 2 alternates, not more than one of whom may be a member of the Board. The Board shall name the Committee Chairman and it shall be his or her

duty to call a committee meeting that shall be held on or before July 15th. The committee shall immediately report their nominations to the Secretary in writing. The Secretary shall, at least two weeks before the August meeting, notify each member in writing of the candidates so nominated. Additional nominations may be made at the August meeting. Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this section.

ARTICLE VI

COMMITTEE AND INDIVIDUAL APPOINTMENTS

Section 6.01. Appointment and Governance. The Board may, by resolution adopted by a majority of the Directors in office, appoint committees composed of at least two (2) persons who may include non-Board members and individuals for special non-recurring or recurring projects and other functions and responsibilities. The committees and individuals will serve to advance the work of the Corporation in such areas as Field Tests and other events and projects, trophies, annual prizes, membership, special projects, liaison work, and other fields that may well be served by committees. Such individuals and committees shall always be subject to the final authority of the Board. The Board may make such provisions for appointment of the chair of such committees, may establish procedures to govern the activities or the committees and individuals appointed, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

6.02 Executive Committees. The Board may, by resolution adopted by a majority of the Directors in office, appoint executive committees composed of at least two (2) directors. The committees will serve to advance the work of the Corporation. The Board may make such provisions for appointment of the chair of such committees, establish procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

Section 6.03. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee, and the Board may appoint successors to those persons whose services have been terminated or who have resigned through written notice to the Secretary.

ARTICLE VII

DISCIPLINE

Section 7.01. Suspension. Any member who is suspended from the privileges of the American Kennel Club, the North American Hunting Retriever Association and/or

Hunting Retriever Club, Inc./United Kennel Club, Inc. automatically shall be suspended from the privileges of this Corporation for a like period.

Section 7.02. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Corporation or Hunting Retrievers. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10, which shall be forfeited if such charges are not sustained by the Board following a hearing. The 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 interest of the Corporation. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interest of the corporation, 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 3 weeks or more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail/registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

Section 7.03. Board Hearing. The Board shall have complete authority to decide whether council may attend the hearing, but both complainant and defendant shall be treated uniformly in this 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 Corporation for not more than six months from the date of the hearing. And 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 fellow-members at the ensuing Corporation 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 Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 7.04. Expulsion. A membership may be terminated by expulsion as provided in Article VII of these bylaws.

ARTICLE VIII

AMENDMENTS

Section 8.01. Amendments to the constitution and by-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent 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/Clerk for a vote within three months of the date when the petition was received by the Secretary.

Section 8.02. The constitution and by-laws may be amended by two-thirds secret vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

ARTICLE IX

DISSOLUTION

SECTION 9.1. Dissolution. The Corporation may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. Upon dissolution of the corporation, assets shall be distributed to 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 X

ORDER OF BUSINESS

SECTION 10.01. At meetings of the Corporation, 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, and Adjournment.

SECTION 10.02. At meetings of the Board, the order of business, unless otherwise directed by majority of vote of those present, shall be as follows: Reading of minutes of last meeting, Report of Secretary, Report of Treasurer, Reports of Committees, Unfinished business, New business, and Adjournment.

ARTICLE XI

PARLIAMENTARY AUTHORITY

SECTION 11.01. The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised,” shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any other special rules of order the Corporation may adopt.