



CONSTITUTION AND BY-LAWS

OF THE LABRADOR RETRIEVER CLUB OF GREATER BOSTON

CONSTITUTION

ARTICLE I Name and Objectives

Section 1. The name of the Club shall be The Labrador Retriever Club of Greater Boston, Inc.

Section 2. The objectives of the Club shall be:

- a. To encourage and promote quality in the breeding of purebred Labrador Retrievers and to do all possible to bring their natural qualities to perfection;
- b. To urge Members and Breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which the Labrador Retriever shall be judged;
- c. To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition to include, but not limited to dog shows, obedience trials, agility trials, field trials, and hunting retriever tests;
- d. To conduct sanctioned matches, licensed specialty shows, obedience trials, hunting retriever tests, field trials and any other event for which the is eligible under the Rules and Regulations of The American Kennel Club.

Section 3. The Club shall not be conducted or operated for profit and no part of any profit 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 objectives.

BY-LAWS

ARTICLE I Membership

Section 1. *ELIGIBILITY.* There shall be THREE types of membership open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

Full Members are granted full Club privileges as stated in the Standing Rules and in order to maintain Full Membership, Members are required to fulfill a working requirement as defined in the Standing Rules.

Associate Members do not have voting privileges and cannot hold office.

Lifetime Membership is awarded by the action of the Board of Directors to a Member who has made substantial and sustained contributions to the Club. Lifetime Members shall be entitled to all privileges of Full Membership, but shall be exempt from paying dues.

All privileges and requirements are listed in the Standing Rules.

Full and Lifetime Members are considered Voting Members and are entitled to 1 vote.

Section 2. *DUES.* Membership dues shall be a maximum of \$ 75.00 per member payable on or before the Annual Meeting in March. No Member may vote whose dues are not paid for the current year. Annual dues will be determined by the Board prior to the month of December. Within the first month of the new year, the Treasurer shall send to each Member written notice of dues for the ensuing year.

Section 3. *ELECTION TO MEMBERSHIP.* Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Constitution and By-Laws and the rules of The American Kennel Club. The application shall state the name and address of the applicant and must carry the endorsement of two Voting Members of the Club who are in "good standing." Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Corresponding Secretary or designated Membership Chair. Each application is to be read at the first meeting of the Club following its receipt. If a Club meeting is not scheduled within 60 days, applications may be shared with the membership via Club's selected broadcast email service. Either of these will be

considered a first reading. Any comments regarding the applicant should be directed to the Corresponding Secretary unless delegated to a Membership Chair.

At the next Club meeting following the first reading, the application will be voted upon and affirmative votes of 2/3 of the Voting Members present and voting by secret ballot at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

Section 4. *TERMINATION OF MEMBERSHIP.* Membership may be terminated:

a. *By Resignation:* Any Member in good standing may resign from the Club upon written notice to the Corresponding Secretary; but no Member may resign when in debt to the Club. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.

b. *By 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 Club meeting whose dues are unpaid as of the date of that meeting.

c. *By Expulsion:* A Member may be terminated by expulsion as provided in Article V of these By-Laws.

ARTICLE II Meeting and Voting

Section 1. *CLUB MEETINGS.* Meetings of the Club shall be held at least 6 times per year in the Greater Boston Massachusetts area at such day, hour, and place as may be designated by the Board of Directors.

Written notice of each such meeting shall be sent by the Corresponding Secretary to the Membership at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the Voting Members in good standing.

Section 2. *SPECIAL CLUB MEETINGS.* Special Club Meetings may be called by the President or by a majority vote of the Members of the Board who are present and voting at any regular or special meeting of the Board, and shall be called by the Corresponding Secretary upon receipt of a petition signed by five members Voting Members of the Club who are in good standing. Such Special Meeting shall be held in the Greater Boston, Massachusetts area at such place, date and hour as may be designated by the person or persons authorized

herein to call such meetings. Written notice of each such meeting shall be sent by the Corresponding Secretary to the Membership at least five 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 percent of the Voting Members in good standing.

Section 3. *BOARD MEETINGS.* Meetings of the Board of Directors shall be held at least 6 times a year in the Greater Boston, Massachusetts area or via telephone conference call or via video conference at such hour and place as may be designated by the Board. Written notice of each such meeting shall be sent by the Corresponding Secretary at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

Section 4. *SPECIAL BOARD MEETINGS.* Special Board Meetings of the Board may be called by the President, and shall be called by the Corresponding Secretary upon receipt of a written request signed by at least three members of the Board. Such Special Meetings shall be held in the Greater Boston, Massachusetts area or via telephone conference call or via video conference at such place, date, and hour as may be designated by the persons authorized herein to call such meeting. Written notice of each such meeting shall be sent by the Corresponding Secretary to the Membership at least five days and not more than 10 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. The quorum for such a meeting shall be a majority of the Board.

Section 5. *VOTING.* Each Member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. Only Members of the Board shall be entitled to vote at any Board Meeting or Special Board Meeting. Proxy voting will not be permitted at any Board meeting, Club meeting or election.

ARTICLE III Directors and Officers

Section 1. *BOARD OF DIRECTORS.* The Board shall be comprised of the Officers and 8 other persons, all of whom shall be Voting 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 and shall serve until their successors are elected. 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, Corresponding Secretary, Recording 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 bylaws. The President, as Immediate Past President, shall serve as an ex-officio Member of the Board for one year following expiration of his or her term of office.

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 Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all other matters of which a record shall be ordered by the Club.

d. The Corresponding Secretary shall have charge of the correspondence, notify Members of meetings, notify new members of their election to membership Officers and Directors of their election to office, keep a roll of the Members of the Club with their addresses, which shall be sent to any members in good standing, upon written request, not more than once every club year, and carry out such other duties as are prescribed in these By-laws.

WRITTEN NOTICES. All written notices shall be sent by U.S. Postal Service or by electronic mail in accordance with current AKC policy.

e. The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the Club's finances. At the Annual Meeting an accounting shall be rendered 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 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 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 31st 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 March, at which Officers and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office 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 30 days after the election.

Section 3. *ELECTIONS.* The nominated candidate receiving the greatest number of votes for each office to be filled shall be declared elected. The eight 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 October, 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 Corresponding Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be such person's duty to call a Committee Meeting.

a. The Nominating Committee shall nominate one candidate for each office and position on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing, not later than January 15.

b. Within two weeks upon receipt of the Nominating Committee's report, the Corresponding Secretary shall notify each Member in writing of the candidates so nominated.

c. Additional nominations may be made by any Voting Member through the end of the month of February, by written communication to the Corresponding Secretary. Voting Members may nominate themselves or any other Voting Member, provided that the nomination includes a written statement from the proposed candidate signifying 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 dog shows, obedience trials, trophies, annual prizes, membership, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

Section 2. Any 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.

ARTICLE VI Discipline

Section 1. *AMERICAN KENNEL CLUB SUSPENSION.* Any Member who is suspended from all the privileges of The American Kennel Club automatically shall be suspended from the privileges of the Club for a like period.

Section 2. *CHARGES.* An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the Club or Breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$ 10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding Secretary shall promptly send a copy of the charge to each Member of the Board, or present them at a Board Meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the Breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board, not less than three weeks nor more than six weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges and the specifications to the accused Member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if he wishes.

Section 3. *BOARD HEARING.* The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that penalty 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 or her fellow Members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put into written form and filed with both Secretaries. The Corresponding Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 4. *EXPULSION.* Expulsion of a Member of the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this article. Such proceedings may occur at a Regular or Special Meeting of the Club and to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he or she wishes. The Members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of Voting Members present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII Amendments

Section 1. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by 20 percent of the Voting Members in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the Membership with recommendations of the Board by the Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding Secretary.

Section 2. The Constitution and By-Laws may be amended by a 2/3 secret vote of the Voting 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 written notice detailing the proposed amendments shall be sent by the Corresponding Secretary to each Member at least two weeks prior to the date of the meeting.

ARTICLE VIII Order of Business

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

Roll Call

Minutes of the last Meeting

Report of the President

Report of the Secretaries

Report of the Treasurer

Report of the Committees

Election of Officers and Board (At Annual Meeting)

Acceptance of New Members

Unfinished Business

New Business

Adjournment

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

Reading of Minutes of last Meeting

Report of the President

Report of Secretaries

Report of Treasurer

Report of Committees

Unfinished Business

New Business

Adjournment

ARTICLE IX Dissolution

Section 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the Voting Members in good standing. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary or involuntary or 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 X Parliamentary Authority

Section I. The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised,” shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the Club may adopt.