

DALLAS-FT.WORTH LABRADOR RETRIEVER CLUB, INC.

CONSTITUTION AND BY-LAWS

ARTICLE I NAME AND OBJECTS

- Section 1.** The name of the club shall be Dallas-Fort Worth Labrador Retriever Club, Inc.
- Section 2.** The objects of the club shall be:
- a) to encourage all possible activity to bring the natural qualities of Labrador Retrievers 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 Labrador Retrievers shall be judged
 - c) to do all in its power to protect and advance the interest of all breeds of purebred dogs and to encourage sportsmanlike competition at dog shows, obedience trials, field trials, hunting tests, and all other performance events for which Labradors are eligible.
 - d) To conduct sanctioned and licensed specialty shows, obedience trials, field trials, and hunting retriever tests and any other AKC events for which the club is eligible under the rules of the American Kennel Club
- Section 3.** The Club shall not be conducted or operated for profit and no part of any profits or remainder of 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 1 Membership

- Section 1.** **Eligibility.** Membership shall be open to all persons eighteen years of age or older who are in good standing with the American Kennel Club and who subscribe to the purposes of this club. Regular members are required to attend at least three meetings and work at least one club event per calendar year to maintain full membership. Failure to attend three meetings and/or participate in one event during the calendar year shall result in membership status converting to Associate Member status. All new members are required to enter as Associate members for the term of one year. In subsequent years, Regular Membership may be requested and is based on each individual attending two (2) General Meetings and volunteering to work at one (1) club event
- a) **Regular (Individual)** – Enjoys all privileges of the Club including voting and holding office

- b) **Regular (Household)** – Two (2) adult members residing in the same household, each eligible to vote and hold office
- c) **Associate** – Enjoys all privileges of the Club except voting and holding office. Associate members may join as individuals or as a household. To convert an Associate membership to Regular membership, an application shall be filed with the Secretary and each application shall be read and voted upon at the first Club meeting following its receipt
- d) **Life** — Lifetime Membership is awarded by the action of the Board Directors to a Member who has made substantial and sustained contributions to the Club. Lifetime Members shall be entitled to all privileges of Regular Membership, but shall be exempt from paying dues.

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 area.

Section 2. Dues. Membership dues shall not exceed \$50.00 per year payable on or before the 1st day of July of each year. No member may vote whose dues are not paid for the current year. During the month of May, the Treasurer shall have published in the Club's Newsletter or send to each member a statement of his dues for the ensuing year. Notification may be electronic. Any dues' change will be set by the membership and must be acted upon prior to May 1st of the current year. Club Newsletter subscription will be sent to members electronically free.

Section 3. Election of Membership. Each applicant for either type of 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, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues' payment for the current year. If an applicant is accepted into membership after January 1, dues will not be due again until July of the following year.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting the application will be voted upon and affirmative votes of 2/3 of the 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 re-apply 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 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 1st day of each fiscal year. Possession of any Club

properties, records, or monies are a debt and must be received by his or her successor within 30 days of resignation.

b) **by lapsing.** A member will be considered as lapsed and automatically terminated if such member's dues remain unpaid 31 days after July 1; 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 membership may be terminated by expulsion as provided in **Article VI** of these by-laws.

ARTICLE II

Meetings and Voting

Section 1. Club Meetings. Meetings of the Club may be held in conjunction with a club activity with at least six meetings per year, at such hour and place within the greater Dallas-Fort Worth, Texas area including the counties of: Tarrant, Dallas, Kaufman, Hunt, Rockwall, Collin, Denton, Wise, Parker, Hood, Somerville, Johnson and Ellis as may be designated by the Board of Directors. Club meetings may be held via teleconference or videoconference.

Written notice of such meeting shall be mailed and/or electronic notice by the Secretary at least 10 days prior to the date of the meeting. For electronic notification, the member will sign an authorization agreeing to this method of communication. The quorum for such meetings shall be 20% of the regular 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 may also be called by the Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held in the greater Dallas-Fort Worth, Texas area at such place, or via teleconference at a date and hour as designated by the person or persons authorized herein to call such meetings. Written and/or electronic notice of such meeting shall be mailed and/or electronic notice by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting, and no other Club business may be transacted there at. The quorum for such a meeting shall be 20% of regular members in good standing.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held within the greater Dallas-Fort Worth, Texas area, minimally in the months of July, September, November, January, March, and May in each year, at such hour and place as may be designated by the Board. Five (5) board meetings may be held via teleconference. Notice of each meeting shall be mailed and/or electronic notice by the Secretary at least five (5) 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 meetings of the board may be called by the

President, and 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 the greater Dallas-Fort Worth, Texas area at such place, date, and hour as may be designated by the person(s) authorized herein to call such a meeting. Written notice of such meeting shall be mailed and/or electronic notice by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting, or telegraphic notice shall be filed at least 3 days and not more than 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 attending in person and/or via telecommunications.

Section 5. Voting. Each regular 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. 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 five (5) other persons all of whom shall be in good standing and all of whom shall be elected for one-year terms at the Club's annual meetings 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, Secretary, Treasurer, all of whom shall be elected for one-year terms at the Club's annual meetings as provided in **Article IV** and shall serve in their respective capacities both with regard to the Club and its meeting.

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 the President in addition to those particularly specified in these by-laws.

b) **The Vice-President** shall have the duties and powers of the President in case 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 or she shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses and carry out such other duties as are prescribed in these by-laws.

d) **The Treasurer** shall collect and receive all monies due or belonging to the Club. He or she shall deposit the same in a bank designated by the Board, in the name of the Club. His or her books shall be at all time open to the

inspection of the Board and he or she 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 he or she shall render an account of all monies received and expended during the previous year; where upon he or she shall then turn over all books to an auditing committee of three nonsignatory members who shall have been appointed by the Board at its March meeting; and whose duty it shall be to audit the Treasurer's accounts at the close of the fiscal year. The audit committee shall submit a written signed report to each member of the Board, read its report at the next meeting and said report inserted into the Club's records. The position of Treasurer shall be bonded in such amount as the Board of Directors shall determine. The signatures of two authorized signers are required for each check.

e) **The Office of Secretary and Treasurer** may be held by the same person in which case the Board shall be comprised of the officers and six other persons.

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 1st day of July and end on the last day of June. 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 June 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 or her successor in office all properties and records relating to that office within 30 days after the election with the exception of the Treasurer who must turn over the Club's books and records to the Auditing Committee no earlier than the June regular meeting no later than June 30th.

Section 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The five 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, or who has not agreed to serve. During the month of March 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 committee members and alternatives of their selection. Notification may be electronic. The Board shall name a Chairman for the Committee and it shall be his or her duty to call a committee meeting which shall be held on or before April 1st.

- a) The committee shall nominate one regular member candidate for each office and five candidates for the five other positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing. Notification may be electronic.
- b) Upon the receipt of the Nominating Committee's report, the Secretary shall before May 1st notify each club member in writing of the candidates so nominated. Notification may be in a club newsletter or via electronic mail.
- c) Additional nominations may be made at the May meeting by any voting member in attendance provided that the person so nominated accepts when his name is proposed. If the proposed candidate is not in attendance at this meeting, the voting member nominating the person shall present to the Secretary a written statement from the proposed candidate signifying his or her willingness to be a candidate. Notification may be electronic.
- d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

ARTICLE V

Committees

- Section 1.** The Board may each year appoint standing committees to advance the work of the Club in such matters as shows, obedience trials, field trials, hunt tests, 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 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 by 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 the privileges of the American Kennel club automatically shall be suspended from the privileges of this club for a like period.
- Section 2.** **Charges.** Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the 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 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 Club. 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 of a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges 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 own defense and bring witness if he or she 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 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 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 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 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 4. Expulsion. Expulsion of a member from the club may be accomplished only at a meeting of the Club following a board hearing and upon the Board's recommendation provided in **Section 3** of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation. 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 finding and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The meeting shall vote by secret written ballot on the proposed expulsion. A 2/3 vote of those regular 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 Secretary signed by 20% of the regular memberships 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 2/3 vote of the regular 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 VIII
Dissolution

Section 1. **Dissolution.** The Club may be dissolved at any time by the written consent of not less than 2/3 of the regular members. 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 IX
Order of Business

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

- a) Roll Call
- b) Minutes of last meeting
- c) Report of President
- d) Report of Secretary
- e) Report of Treasurer
- f) Reports of committees
- g) Elections of Officers and Board (at annual meeting)
- h) Election of new members
- i) Unfinished business
- j) New business
- k) Adjournment

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

- a) Reading of the minutes of last meeting
- b) Report of Secretary
- c) Report of Treasurer
- d) Reports of Committees
- e) Unfinished business
- f) New business
- g) Adjournment

ARTICLE X
Parliamentary Authority

Section 1. 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 by-laws and any other special rules of order the Club may adopt.

Approved by the Membership March 26, 1994

Updated and Approved by the Membership, January 4, 2003

Updated and Approved by the Membership, March 26, 2011

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