



The Miami Valley Labrador Retriever Club, Inc.

Constitution and By-Laws

Updated 2008

CONSTITUTION ARTICLE I

Name and Objectives

SECTION 1. The name of the Club shall be “The Miami Valley Labrador Retriever Club, Inc.”

SECTION 2. The objectives of the Club shall be:

- (a) To encourage and promote the ethical breeding of purebred Labrador Retrievers;
- (b) To do everything possible to bring their natural qualities to perfection;
- (c) 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;
- (d) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike conduct at all Club activities;
- (e) To conduct sanctioned matches, licensed specialty shows, obedience trials and field events under the rules of the American Kennel Club;
- (f) To educate the public in responsible ownership and ethical breeding practices.

SECTION 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

SECTION 4. The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objects.



The Miami Valley Labrador Retriever Club, Inc.

Constitution and By-Laws

Updated 2008

BY-LAWS ARTICLE I

Membership

SECTION 1. Eligibility

There shall be three types of membership open to all persons who are in good standing with The American Kennel Club and who subscribe to the objectives of The Miami Valley Labrador Retriever Club, Inc.

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.

- (a) Regular membership – voting members over eighteen years of age;
- (b) Associate membership – non-voting members over eighteen years of age, with all privileges to participate in Club functions and awards, but may not vote or hold office;
- (c) Junior Membership – any person 10 through 17 years of age. The Junior member may not hold office or vote but is eligible for Club competition and trophies. They can become regular members at the beginning of the next fiscal year following their eighteenth birthday.

SECTION 2. Dues

The dues will be set by the Board and may be revised as necessary. Any change must be approved by the Board on or before the October General meeting and may not exceed \$50.00. Dues are payable on or before the first day of January of each year. During the month of November the Treasurer shall send to each member a statement of dues for the ensuing year. No member may vote whose dues are not paid for the current year.

Following June 1st, dues that are submitted with a new application, shall only be half the amount required for that application.

SECTION 3. Election to Membership

Each application for any 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 this 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.

Each application is to be read at the next two (2) Club meetings by the Membership Chairman. After the second reading the application for membership shall be voted on by secret, written ballot. An affirmative vote of two-thirds (2/3) of the voting members present is needed for approval. All original applications are to be filed with the Club Secretary.

Applicant shall be notified by mail of his/her acceptance or rejection before the next Club meeting by the Membership Chairman. Applicants for membership who have been rejected by the Club may not reapply for a period of six (6) months.

Types of membership applied for is up to the discretion of the applicant. Regular membership can be applied for as a single, with one (1) vote or a double, i.e. two persons residing in the same household with (2) votes. The same classifications exist for Associate Memberships, minus voting rights and dues being appropriately reduced.

To upgrade to full membership, the Associate member must submit their wishes to the President in writing. The President will notify the membership by reading their letter at the next General Meeting and voted on. The letter is to be kept on file with the original application.

To have a lapsed membership reinstated, the person or persons must follow the same rules and guidelines set down for new membership.

SECTION 4. Termination of Membership

Memberships 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 first day of each fiscal year;
- (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 the 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.

BY-LAWS ARTICLE II

Meeting and Voting

SECTION 1. Club Meetings

Meeting of the Club shall be held near the city of Cincinnati, OH (or within the greater Cincinnati, OH area) on the second Monday, or as near thereto as practical, of each month (with the following exceptions): no meetings planned for the months of January, June, July, August, at such hour as designated by the Board of Directors. Written notice of each such meeting shall be mailed (either postal and/or email) at least 10 days prior to the date of the meeting. 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 shall be called by the Secretary upon receipt of a petition signed by five Regular members of the Club, who are in good standing. Such special meetings shall be held in the City of Cincinnati, OH (or within the greater Cincinnati, OH 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 such a meeting shall be mailed and/or e-mailed by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting,

and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing,

SECTION 3. Board Meetings

Meetings of the Board of Directors shall be held quarterly (January, April, July, October) in the city of Cincinnati, OH (or within the greater Cincinnati, OH area). Written notice of each such meeting shall be mailed/e-mailed by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. Only members of the Board are allowed to participate at such meetings, unless a prior request is received by the President from a member wanting to speak.

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 meeting shall be held in the City of Cincinnati, OH (or within the greater Cincinnati, OH area) at such place date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed/e-mailed by the Secretary at least 5 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. A quorum for such a meeting shall be a majority of the Board.

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.

BY-LAWS ARTICLE III

Directors and Officers

SECTION 1. Board of Directors

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and five other persons who shall be members in good standing and shall be elected for two year terms at the Club's annual meeting (February) as provided in Article IV and shall serve until their successors are elected. Five members of the Board: President, Treasurer and three (3) Board Members being elected in the odd year and four members; Vice-President, Secretary and two (2) Board members being elected in the even year. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers

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

- (a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and Powers normally appurtenant to the office of the President, in addition to those particularly specified in these by-laws. Except for voting for the election of the Board and Officers and new members, the President will vote only to break a tie. The President may authorize the spending of \$25.00 without prior Board approval;

- (b) The Vice-President shall have the duties and exercise the power 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 shall have charge of the correspondence, notify members of meetings of meetings, notify officers and directors of their election of their election to office, notify The American Kennel Club of any change in the officers, i.e., President or Secretary, keep a roll of 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 moneys due to or belonging to the Club. He shall deposit the same in a bank designated by the Board, in the name of the Club. His books shall be open for inspection by the membership and he 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 shall render and account of all moneys received and expended during the previous year. The Treasurer should be bonded in such amount, as the Board of Directors shall determine.

SECTION 3. Vacancies

Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the current 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 Vice-President shall be filled by the Board

BY-LAWS ARTICLE IV

The Club Year, Annual Meeting, Elections

SECTION 1. Club Year

The club's fiscal year shall begin on the first day of February and end on the thirty-first day of January. 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 February 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, at which time the outgoing President will swear in the new Officers. Each retiring officer shall turn over to their successor, all properties and records relating to that officer within 15 days after the election. An Auditing Committee of three (3) from the General membership shall be selected by the Board at the November meeting. They shall audit the Treasurer's books the last week of November and bring a written report to the January general meeting. In addition, reconciliation by an independent accountant or bookkeeper should be done every three (3) years.

SECTION 3. Elections

The nominated candidates for Officers and Directors of 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. At the October Board meeting, a nominating committee consisting of three members; not more than one of whom may be a member of the Board. The Board shall name a Chairman for the Committee and it shall be such person's duty to call a meeting that shall be held on or before November 1st.

- (a) The committee shall nominate one candidate for each Office and Board position to be vacated. After Securing the consent of each person so nominated, the chairman shall immediately report their nominations to the Secretary in writing
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall before November 15th notify each member in writing (mail/email) of the candidates so nominated.
- (c) Additional nominations may be made at the November meeting by any member in attendance provided that the person so nominated does not decline when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting his/her proposer shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate,. No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.

BY-LAWS ARTICLE V

Committees

The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials and other club activities 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 on particular projects.

SECTION 2. Termination

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.

BY-LAWS 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 of Misconduct

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 \$25.00 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 interests of the Club or the breed. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the Club or the breed, 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 the assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/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 the 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 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 Expulsions

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 as 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 of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

BY-LAWS ARTICLE VII

Amendments

SECTION 1. Amendments to the Constitution and By-Laws

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 Regular 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 to the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. Amendment Approval

The constitution and by-laws may be amended by a 2/3 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/mailed to each member at least two weeks prior to the date of the meeting.

BY-LAWS 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 members. In the event of the dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by operation of the 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.

BY-LAWS ARTICLE X

Order of Business

SECTION 1. General Meetings

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

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election if New Members
- Election of Officers and Board (at annual meeting)
- Unfinished business
- New business
- Adjournment

SECTION 2. Board Meetings

At meetings of the Board, the order of business, unless otherwise directed by majority voted of those present, shall be

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer

- Reports of Committees
- Unfinished business
- New business
- Adjournment

BY-LAWS ARTICLE XI

Parliamentary Authority

SECTION 1. Rules of Order

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.