

Adopted by membership on January 15, 2006

CONSTITUTION

Article I Name and Objects

SECTION 1. The name of the Club shall be The Labrador Retriever Club of the Potomac, Inc.

SECTION 2. The objects of the Club shall be:

- (a) to encourage and promote the breeding of pure-bred 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 Labrador Retrievers shall be judged;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition and conduct at dog shows, obedience trials, field events and all other dog related events and activities;
- (d) to conduct sanctioned and licensed specialty shows, obedience trials and field events and other dog related activities 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 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.

BY-LAWS

Article I MEMBERSHIP

SECTION 1. Eligibility. There shall be four types of membership as described below. 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) Adult membership shall be open to all individuals eighteen years of age and older, who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.
- (b) Junior membership shall be open to individuals who are under 18 years of age, who have a parent/guardian who is an Adult Member in good standing of the LRCP. Junior Members cannot vote or hold office. Upon reaching 18, Junior Members can apply for Adult Membership. Junior Members are exempt from paying dues.
- (c) Life Membership is awarded by the action of the Board of Directors to a member who has made substantial and sustained contributions to LRCP. Life Members shall be entitled to all privileges of Adult Membership, but shall be exempt from paying dues.
- (d) Honorary Membership can be awarded by action of the Board of Directors to non-members or organizations. Honorary Members shall not be eligible to vote or hold office and shall be exempt from paying dues.

SECTION 2. Dues. Membership dues shall be \$30.00 per year, per individual, payable on or before the first day of January of each year. Dues are overdue if postmarked after January 31. Late dues that are received during the month of February and thereafter must be accompanied by a late fee of \$10.00. Dues not received by March 1 shall result in a lapse of membership. Former members whose membership had lapsed may re-apply within 6 months to the Board of Directors for reinstatement. No member may vote in the annual election whose dues are not received by March 1. During the month of November the Membership Chairman shall send to each member a statement of his 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, address, and occupation of the applicant and it shall carry the endorsement of two members. Accompanying the application, the prospective members shall submit dues payment for the current year.

All applicants must attend two club functions before applying for membership. After submitting this information to the Membership Chairman, their name will be published in the newsletter. Members shall have 30 days to comment on the application, in writing, to the Membership Chairman. Negative comments from 25 percent of the full membership shall be required to deny an application.

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

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 Corresponding 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 on March 1. Former members whose membership had lapsed may reapply within 6 months to the Board of Directors for reinstatement.
- (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 shall be held within 25 miles of the Washington, DC, metropolitan area, at such hour, date and place as may be designated by the Board of Directors. Written notice of each such meeting shall be provided by the Corresponding Secretary at least 10 days prior to the date of the meeting. This notification may also be accomplished by announcement in the Club Newsletter. The quorum for such meeting shall be 10% of the 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 of the Club who are in good standing. Such special meetings shall be held within 25 miles of the Washington, DC, metropolitan area at such place, date, and hour as may be designed by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be provided by the Corresponding 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 10% of the members in good standing.

SECTION 3 Club Meeting and Special Club Meeting 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/she is present, except that the annual election of officers and directors shall be by written, secret ballot, cast by mail. Proxy voting will not be permitted at any club meeting or election.

SECTION 4. Board Meetings. Meetings of the Board of Directors shall be held within 25 miles of the Washington, DC, metropolitan area at least five times each year, at such hour and place as may be designated by the Board. Written notice of each such meeting shall be provided to Board members 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. The schedule of regular Board meetings shall be posted on the club's website and published in the club newsletter.

SECTION 5. Special Board Meetings. Special 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 within 25 miles of the Washington, DC,

metropolitan 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 by the Corresponding Secretary to Board members at least five days and not more than ten days prior to the date of the meeting, or electronic (e-mail) notice shall be provided to Board members at least three days and not more than five 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 6. Board Meeting and Special Board Meeting Voting. When necessary, the President can direct the Corresponding Secretary to poll the Board by facsimile and/or electronic mail to conduct Board business. The results of such electronic or facsimile voting shall be considered as regular conduct of business by the Board. Results shall be reported by the Corresponding Secretary to all Board members and shall be included in the Corresponding Secretary's report at the next regular Board meeting. If any one board member objects to the electronic or facsimile polling process for a specific issue, that member can report the objection to the Corresponding Secretary and the issue shall be postponed until the next Regular or Special Board Meeting.

Article III Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the President, 1st Vice President, 2nd Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and eight other individuals (called Directors). Each Director shall be a member in good standing. Directors and Officers shall be elected for a one-year term at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. Board members are expected to be in attendance at 80 percent of the regular board meetings. 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, 1st Vice President, 2nd Vice President, Recording Secretary, Corresponding Secretary, and Treasurer, shall serve in their respective capacities both with regard to the Club and its meeting 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 these particularly specified in these by-laws.
- (b) The 1st 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 2nd Vice President shall have the duties of the 1st Vice President in the case of the 1st Vice President's death, absence or incapacity. Additionally, the 2nd VP shall serve as the Program Director for Regular Club Meetings.
- (d) The Recording 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.
- (e) The Corresponding Secretary shall have charge of the correspondence, 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 by these By-laws.
- (f) The Treasurer shall collect and receive all moneys due or belonging to the Club. The Treasurer shall deposit the same in a bank designated by the Board, in the name of the Club. The treasurer shall report to the Board or the Membership 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 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.
- (g) Directors: Directors shall be accessible to the membership in general. Whenever possible they shall offer assistance and guidance to members. They shall present the membership's concerns and opinions to the Board. A Director shall be appointed to serve on each committee that is not chaired by a Board member. The Director-committee-member shall provide such assistance as the committee chairman may require and shall serve as the committee chairman's contact with the Board.

SECTION 3. Vacancies. Any vacancies occurring on the Board of Directors 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 Board 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 1st Vice President, and the resulting vacancy in the office of 1st 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 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 April at which the results of the election of Officers and Directors for the ensuing year shall be announced. They shall take office immediately upon the conclusion of the meeting and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the April specialty.

SECTION 3. Annual Elections. Annual elections shall be conducted via secret, written ballot from among those nominated in accordance with Section 4 of this Article. Ballots shall be mailed out not later than five days after the March Membership meeting. Ballots shall be received by the election official not later than 5:00 PM on Monday of the week of the Annual Spring Specialty. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The eight nominated candidates for Director who receive the greatest number of votes for such positions shall be declared elected. The Board shall choose the "election official." The election official shall be a person who is not a member of LRCP and has no affiliation with the club.

SECTION 4. Nominations. During the fourth quarter of the calendar year, the Board shall select a Nominating Committee by secret ballot consisting of three members and two alternates, no more than one of whom shall be a member of the Board. The Corresponding Secretary shall immediately notify the committee members and alternates of their selection. The Corresponding Secretary shall also immediately notify all Club members of the selection of the Nominating Committee and alternates. The Board shall name a Chairman for the Committee. The primary responsibility of the nominating committee shall be to ensure that there are qualified candidates for each position. The committee shall consider the number of years the prospective candidate has been a member of the club, participation in club activities, dedication to the well-being of the club and the breed, and other appropriate dog-related experience in making their choices.

- (a) The Committee shall nominate one candidate for each office and eight candidates for the Directors. It is the committee's responsibility to ensure that in addition to Conformation, the areas of Obedience and Field are represented by Board candidates. After securing the consent of each person so nominated, the committee shall submit its slate of candidates, together with the candidate's completed statements of qualification, to the Recording Secretary and the Corresponding Secretary in writing not later than February 1.
- (b) Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall, before February 15th, notify each member of the Club in writing of the candidates so nominated.
- (c) Additional nominations may be made at the March meeting by any member in attendance, provided that the person so nominated does not decline when his name is proposed. Nominations from the floor must be accompanied by a written statement of qualifications of the proposed Candidate. If the proposed candidate is not in attendance at this meeting, his proposer shall present to the Corresponding Secretary a written statement from the proposed candidate signifying his willingness to be a candidate along with a completed statement of qualification. No person may be a candidate for more than one position, and the individual nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- (d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Article.
- (e) If a nominated candidate decides to withdraw their nomination before the March meeting, the nominating committee shall be reconstituted, and should meet immediately to agree upon another nominee.

- (f) If there were no additional nominations made at the March Meeting, then the President shall entertain a motion at the April meeting to direct the Recording Secretary to cast a unanimous ballot for the slate as proposed by the nomination committee.
- (g) No person may be a candidate in a club election who has not been nominated. There shall be no "write-in" candidates for election to the Board.

SECTION 5. Ballots. The ballots shall list all nominees for each position in alphabetical order, including uncontested positions. The ballots shall be accompanied by a statement of qualification for each candidate, together with a blank envelope and a return envelope addressed to the election official and bearing the name of the member to whom it was sent. The ballot shall carry no indication of the manner in which the candidates were nominated. So that the ballots may remain secret, each voter after marking his ballot, shall seal his marked ballot in the blank envelope which in turn shall be placed in the second envelope addressed to the election official.

SECTION 6. Tie votes. In case of a tie for any position, the President shall call for a volunteer from the membership to come forward and flip a coin to determine the winner of the election.

Article V Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, field events, trophies, annual prizes, membership, and other fields which may well be served by committees. Such committees may also be appointed by the Board to aid it on particular projects. Each committee for which a non-Board Member is appointed as Chairperson shall have a Director appointed as a member. This Board member shall provide such assistance as the Chairperson may request and shall serve as the point of contact between the Committee Chairperson and the Board of Directors.

SECTION 2. Any committee appointed 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 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 interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Recording 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 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 which 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 three weeks not more than six weeks thereafter. The Corresponding 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 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 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 Recording Secretary. 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 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 proceeding 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 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 own behalf, if he 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.

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 10% 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 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 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.

SECTION 3. The Board of Directors shall have the authority to correct any misspellings, punctuation, clerical or other grammatical errors in these Constitution and By-Laws that do not affect the substance of these Constitution and By-Laws without the necessity of submitting such corrections through the amendment process.

Article VIII Standing Rules

The Board shall establish and publish standard operating rules and regulations to assist in managing the day-to-day affairs of the club. Rules may be changed by simple majority vote of the Board.

Article IX Parliamentary Authority

SECTION 1. It is the desire of The Labrador Retriever Club of the Potomac, Inc., to govern its affairs by consensus. The most current addition of Robert's Rules of Order 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.