

HEART OF TEXAS LABRADOR RETRIEVER CLUB

CONSTITUTION

ARTICLE I

Name and Objects

SECTION 1. The name of the club shall be the *Heart of Texas Labrador Retriever Club*.

SECTION 2. The objects of the Club shall be:

a) to encourage and promote quality in the breeding of 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 interest of the Labrador Retriever breed and to encourage sportsmanlike competition at dog shows, and all other performance events.

d) to conduct sanctioned matches, licensed specialty shows, and any other AKC events for which the club is eligible under the Rules and Regulations of the American Kennel Club.

e) to conduct classes for the training of dogs and their handlers; to encourage the training of judges; to cooperate with other groups with similar purposes.

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

SECTION 1. Eligibility.

There shall be four types of membership. Individual and Household memberships shall enjoy all privileges of the Club including voting and holding office, and shall be 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 purpose of this Club. Household memberships are entitled to a maximum of two (2) votes. Associate members shall enjoy all privileges of the Club except for voting and holding office. Honorary members shall consist of those persons so designated by the Board of Directors.

Honorary members, not being required to pay dues, shall not be entitled to vote, but each such member shall be able to maintain active/voting status by payment of 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 immediate area.

SECTION 2. Dues.

Membership dues shall not exceed \$50.00 per year for each type of membership (Individual, Associate and Household), 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, or designee, shall send to each member a statement of dues for the ensuing year.

SECTION 3. Application for Membership.

Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant has read and agrees to abide by this Constitution and By-Laws, and the rules and regulations of the American Kennel Club. The application shall state the name, address and interests of the applicant. Each application shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. 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 Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they are 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 *sixty (60)* days after the first day of the fiscal year; however, the Board may grant an additional *sixty (60)* 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 shall be held at least six (6) times per year *within the Greater Austin area* at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least ten (10) days prior to the date of the meeting. Means of notification may be the Club Newsletter or email communications. The quorum for such meetings shall be twenty percent (20%) 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 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 *within the Greater Austin 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 by the Secretary at least five (5) days and not more than fifteen (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. Communications of Special Club Meetings may also be done via email. The quorum for such a meeting shall be twenty percent (20%) of the members in good standing.

SECTION 3. Board Meetings.

Meetings of the Board of Directors shall be held each month *within the Greater Austin area* at such hour and place as may be designated by the Board. Meetings of the Board of Directors may also be conducted via teleconference in compliance with the AKC and local state rules. Written notice of each such meeting shall be mailed by the Secretary at least three (3) days prior to the date of the meeting. Communications of Board Meetings may also be done via email. 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 (3) members of the Board. Such special meetings shall be held *within the Greater Austin area* at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Special meetings of the Board of Directors may also be conducted via teleconference in compliance with the AKC and local state rules. Written notice of such meeting shall be mailed by the Secretary at least three (3) days and not more than ten (10) days prior to the date of the meeting. Communications of Special Board Meetings may also be done via email. 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.

Members 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 they are present. Household members are entitled to a maximum of two (2) votes. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III
Directors and Officers

SECTION 1. Board of Directors.

The Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer and *five (5)* other persons, all of whom shall be 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, 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 by-laws.
- 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 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; 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.
- d) The Treasurer shall collect and receive all moneys due or belonging to the Club, and keep a roll of the members of the Club with their addresses. 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 of the condition of the Club's finances and every item of receipt or payment not before reported; and 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.
- e) The offices of Secretary and Treasurer may be held by the same person, in which case the board shall be comprised of *eight (8)* persons.

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 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 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 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 thirty (30) days after the election.

SECTION 3. 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 receive the greatest number of votes for such positions shall be declared elected.

SECTION 4. Nomination.

No person may be a candidate in a Club election who has not been nominated. At the ***February Board Meeting***, the Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one of whom may be a member of the Board. The 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, which shall be held on or before ***April 1st***.

a) The 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 Secretary in writing.

b) Upon receipt of the Nominating Committee's report, the Secretary shall at least two (2) weeks prior to the May meeting, notify each member in writing of the nominated candidates.

Newsletter or email communication is acceptable only if the member has given the club signed authorization.

c) Additional nominations may be made at the May meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.

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 specialty shows, matches, obedience, field events, newsletter, annual awards, membership or other fields that 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 or 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 specification 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 interests 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 for a hearing by the Board not less than three (3) weeks nor more than six (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 or her defense and bring witnesses 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 reprimand or suspend the defendant from all privileges of the Club for not more than six (6) 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 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 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 proceedings may occur at a regular or special meeting of the Club to be held within sixty (60) days but not earlier than thirty (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 finding and recommendation, and shall invite the defendant, if present, to speak on his or her own behalf if he or she wishes. The members shall then vote by secret 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 Secretary signed by twenty percent (20%) 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 for a vote within three (3) 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 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 or emailed to

each member at least two (2) weeks prior to the date of the meeting.

ARTICLE VIII

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 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 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 Last Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of officers and board (at annual meeting)
- Unfinished Business
- New Business
- Adjournment

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

- Roll Call
- Reading of Minutes of Last Meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- 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.