



Constitution And By-Laws of the
Pawcatuck River Labrador Retriever Club

Article I - Name and Objects

Section 1. The name of the club shall be Pawcatuck River Labrador Retriever Club

Section 2. The objects 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 at

- dog shows
- obedience trials
- tracking tests
- field trials
- hunting tests

(d) To conduct sanctioned matches,

- dog shows
- obedience trials
- tracking tests
- field trials
- hunting tests

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 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 bylaws as may be required to carry out these objects.

Article II - Membership

Section 1. Eligibility. Membership 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 purposes of this club. An *Associate Junior* Membership is also offered to persons 12 years and up to 17 years of age who exhibit an interest and subscribe to the purposes of the 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. The club offers five types of membership; *Full, Associate, Associate Junior, Family and Supporting*. *Associate, Associate Junior and Supporting* membership will not affect quorum voting at meetings. *Family* memberships are two or more people living in the same household. They can apply as *Full, Associate, Associate Junior or Supporting* members within the *Family* membership category.

(a) Life Membership may awarded by the action of the Board of Directors to a member who has made substantial and sustained contributions to PRLRC. Life Members shall be entitled to all privileges of Full but shall be exempt from paying dues.

Section 2. Membership Requirements. All members are encouraged to work at least two club events per year. All *Full* members must attend at least one meeting per year and be current on their dues. In addition, a *Full* member must hold an office, chair a major committee or be on two committees at two different events. In order to maintain an *Associate, Associate Junior, Family or Supporting* membership one must be current on annual dues. *Associate* members who work at least one event per year will have the additional privilege of listing litters on the club website. *Supporting* members receive the club newsletter but have no voting or listing privileges. *Associate Junior* members are required to attend club functions with a supervising adult. Non-members may request an electronic subscription to Pawsitively News, the club newsletter, for the cost of \$15 per year.

Section 3. Dues. Membership dues shall be established on an annual basis as approved by the Board of Directors, payable on or before the 1st day of November of each year. Dues for all membership categories are the same per person as set on a yearly basis. New members joining after September 1st will be considered paid through the following year. No member may vote whose dues are not paid for the current year. During the month of September the Treasurer shall send to each member a statement of dues for the ensuing year.

Section 4. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors, which shall provide that the applicant agrees to abide by the constitution, bylaws and rules of the American Kennel Club. The application shall state the applicant's name, address and occupation and the type of membership desired (*Full, Associate, Junior Associate, Supporting or Family*). The applicant shall provide letters of endorsement from two members in good standing. Applicants for *Family* membership shall only require two letters of endorsement per family. A twenty-five dollar non-refundable application fee per person must be submitted with form and that fee will be applied upon acceptance to applicants first year of membership dues. All applications are to be filed with the Membership Chair. Each application is to be read at the first meeting of the club following its receipt provided that the applicant is present at that meeting. At the next club meeting which the applicant attends (*this applies to Full, Associate, Associate Junior, Family*), the second reading of the application shall occur. *Supporting* member applications require no second

reading and the prospective member does not have to attend a meeting for their applications to be acted upon. For *Full, Associate, Associate Junior, Family, and Supporting* membership, 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 who have been rejected by the club may not reapply within six months of such rejection.

(a) Membership type or category change: Members requesting a change to their membership type; *Full, Associate, Associate Junior, Family or Supporting*, must submit a petition in writing to the Membership Chair. The petition is to be read at the first meeting of the club, following its receipt. Those petitioning for a change to *Full* membership must meet the aforementioned criteria listed under Article II, Section 2. Changes will not be accepted after the September meeting until the next club year that starts in November. A first reading shall be required for an *Associate* Member to become a *Full* Member but voting is not required. *Full* members that are requesting to be recorded as *Associate* Members will have their petition read at the first meeting of the club following its receipt and at that time the change will take effect.

(b) Anyone that resigns by written notice or whose membership had lapsed may re-apply for reinstatement at any time by payment of dues with submission of new membership application, Code of Ethics statement signature and one (1) reading of the membership application with an affirmative vote of the majority of the membership present during the reading of the application. No letters of recommendation are required. One reading and an affirmative vote is sufficient for reinstatement.

Section 5. 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 are incurred on the first day of each fiscal year.

(b) By lapsing. A membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety days after the first day of the fiscal year; however, the Board may grant an additional ninety days grace to such delinquent members in meritorious cases. In no such 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 VI of these bylaws.

Article III - Meetings and Voting

Section 1. Club Meetings. Meetings of the club should be held each month in the greater Pawcatuck River area at such hour and place as may be designated by the board of directors. The Corresponding Secretary or President shall send written or electronic notice of each such meeting at least 10 days prior to the date of the meeting. Meeting notices may also be included in the club newsletter. The quorum for such meetings shall be 20 percent of the members in good standing. Members may request mailed notices which may or may not, be included in the club newsletter sent by the club newsletter editor.

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 or President upon receipt of a petition signed by five members of the club who are in good standing. Such special meetings shall be held in the greater Pawcatuck River area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written or electronic notice of such a meeting shall be sent by the Corresponding Secretary 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 members in good standing.

Section 3. Board Meetings. Meetings of the board of directors should be held a minimum of 4 times yearly in the greater Pawcatuck River area at such hour and place as may be designated by the board. The Corresponding Secretary or President shall send written or electronic notice of such meeting at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board. At the discretion of the Board, discussion and voting may be held electronically.

Section 4. Special Board Meetings. Other meetings of the Board of Directors shall be held at such times and places as may be designated by the President or by request by at least 3 members of the Board of Directors. Such special meetings shall be held within the greater Pawcatuck River area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Notice of each such meeting shall be mailed or electronically mailed by the Corresponding Secretary or President to each Director at least 5 days prior to the date of the meeting. The Board may hold meetings on shorter notice or without notice upon waiver of such notice by at least two-thirds of the Directors. A Board meeting may be held by teleconferencing or similar technology and a Director unable to attend a meeting in person may participate in such meeting by telephone or may register a vote by mail or electronic email. At the discretion of the Board, discussion and voting may be held electronically. The quorum for such a meeting shall be a majority of the board whether present in person or participating by telephone, mail or electronic mail.

Section 5. Voting. Each Full 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. In order to vote at the Annual Meeting, members shall be expected to have fulfilled their requirements in the current club year.

Article IV- Directors and Officers

Section 1. Board of Directors. The board shall be comprised of the officers and two directors, 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.

(a) Officers and board members may not be officers or board members of another Labrador Retriever specialty club within the New England regional area.

Section 2. Officers. The club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding 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.

(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 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, 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 bylaws.

(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 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 provide the President a copy of the monthly Treasurer's Report. 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 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.

Section 4. Confidentiality. Officers and Directors of the Board will not disclose the confidential information discussed within the club's board meetings until such time as the membership is informed of any proposal or topics discussed or decided upon during those meetings

Article V - The Club Year, Annual Meeting, Elections

Section 1. Club Year. The club's fiscal year shall begin on the 1st day of November and end on the last day of October. 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 October, 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 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. Nominations. No person may be a candidate in a club election who has not been nominated. During the month of June the board shall select a Nominating Committee consisting of three members, not more than one of whom may be a member of the board. The Corresponding Secretary shall immediately notify the committee members 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 July 1.

(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 Corresponding Secretary in writing (or electronically) no later than 2 weeks prior to the September meeting.

(b) Upon receipt of the Nominating Committee's report, the Secretary shall before the September meeting, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the September 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 individual who proposed the member shall present to the Corresponding Secretary a written (or electronic) 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 VI- 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 trials, trophies, annual prizes, membership and other fields which may well be served by committees. Committee guidelines may be found on the club web site. Such committees shall always be subject to the final authority of the board. Committee Chairs (or in their absence, a committee member) should be prepared to present a report to the board of directors on request. Committee report meetings may be held at such hour or place convenient to committee chair and board of directors. Special committees may also be appointed by the board to aid it on particular projects.

Section 2. The board may appoint an ad hoc Auditing Committee as necessary for the purpose of auditing the Treasurer's accounting book.

Section 3. 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.

Section 4: Committees will not disclose the confidential information discussed within a committee meetings without permission from the board of directors.

Article VII - 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 Secretary together with a deposit of \$10.00, which shall be forfeited if the board following a hearing does not sustain such charges. 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 weeks nor more than six 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 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 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, it's 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 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 finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he 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 VIII - Amendments

Section 1. Amendments to the constitution and bylaws may be proposed by the board of directors or by written petition addressed to the Secretary signed by 20 percent 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 months of the date when the Secretary received the petition.

Section 2. The constitution and bylaws may be amended by a secret vote 2/3rds 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.

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 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 X - 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: Report of the Recording Secretary; Minutes of last meeting
Report of President
Report of Corresponding Secretary
Report of Treasurer
Reports of committees
Election of officers and board (at annual meeting)
Report of the Membership Chair: Election of new members
Unfinished business
New business
Adjournment

Section 2. At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:
Reading of minutes of last meeting
Report of Corresponding Secretary
Report of Treasurer
Reports of committees
Unfinished business
New business
Adjournment

Article XI - 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 bylaws and any other special rules of order the club may adopt.

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