

CONSTITUTION AND BYLAWS

of

North Star Labrador Retriever Club Of Minnesota

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Minnesota Non-Profit Corporation:



**The North Star Labrador Retriever Club
CONSTITUTION AND BY-LAWS**

ARTICLE I

Name and Objects

SECTION 1. The name of the Club shall be North Star Labrador Retriever Club of Minnesota

SECTION 1. The objects and goals of the Club shall be:

- (a) to encourage and promote quality in the breeding and performance of purebred Labrador Retrievers and to do all possible to bring their natural attributes as working 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 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 at dog shows, obedience trials, hunting retriever tests and field trials.
- (d) to conduct sanctioned matches and any other event for which the club is eligible 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 by-laws as may be required to carry out these objects.

BY-LAWS

ARTICLE I - Membership

SECTION 1. Eligibility. Membership in the Club shall be open to all persons who subscribe to its objectives, endorse its Code of Ethics, are in good standing with the American Kennel Club and abide by its rules and regulations. While membership is not restrictive as to residence, the Club's purpose is to be a representative of the breeders and exhibitors of its geographic region.

SECTION 2. Membership Classifications. There shall be two (2) types of voting membership: Regular and Household. And three (3) types of non-voting membership: Honorary Member, Junior Member and Associate Member.

A. Regular Member - Any person eighteen (18) years of age or older whose dues are paid for the current year. Regular members shall be eligible to vote and hold elective office.

B. Household Member. Household, which shall be defined as two individuals residing in the same household, and each individual shall receive one vote for a total of two votes per household.

C. Honorary Member - In extraordinary cases, any person who has distinguished himself/herself by service to the dog fancy or the Club, and elected by the membership at the time of the Annual Meeting of the Club. These members pay no dues and are not eligible to vote, but can maintain regular (or household) membership if they pay dues.

D. Junior Member - Any person at least nine (9) years of age, but less than eighteen (18) whose dues are paid for the current year. Upon meeting the age eligibility requirement, Junior Members will automatically become a Regular voting Member. It is the responsibility of the Junior Member to inform the Treasurer of this change. The increase in dues will be assessed at the beginning of the next fiscal year. Junior members are ineligible to vote or hold office and do not count in determining a quorum.

E. Associate Member - One who desires to work in association with this Club's interests. Associate members shall have the same privileges as regular and household, except they are ineligible to vote or hold office. Associate member applications do not require sponsor endorsement. Associate members do not count in determining a quorum.

SECTION 3. Dues. Annual membership dues shall be paid on or before December 1st of the fiscal year. Yearly membership dues shall be recommended by the Board of Directors and approved by a majority of the general members of the Club at least 2 months prior to the end of the fiscal year. No member may vote whose dues are not paid for the current fiscal year. During the month of October, the Treasurer shall send to each member a notice of dues for the ensuing year. Failure to receive such notice shall not excuse non-payment of dues. New members who join after the first day of the fourth quarter shall be considered paid through the last day of the following fiscal year.

SECTION 4. Election to Membership. Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and Bylaws and the Code of Ethics, which shall accompany each application form, 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 fiscal year. All applications are to be filed with the Corresponding Secretary. The Corresponding Secretary shall forward such applications to the Board for review and approval at the next regular Board meeting following the receipt of the application. Upon Board approval, the applicant's resume shall be published in the next issue of the newsletter. At the following regular Club meeting, the application will be voted upon and affirmative votes of two-thirds (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 reapply for six (6) months after such rejection.

SECTION 5. Exception. Honorary Members shall be nominated and elected as follows: only members of the Board of Directors may nominate persons for Honorary Life Membership. Such nominations may be written or oral and may be made at any meeting of the Board. At the next meeting of the Board, a vote shall be taken. If three-fourths (3/4) of the entire Board support the nomination, it shall be presented in written form to the membership at least thirty (30) days prior to the annual meeting. At that time, a three-fourths (3/4) vote of the members present and voting shall be required to elect the nominee to Honorary Membership.

SECTION 6. 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. Obligations other than dues are considered a debt to the Club must be paid in full prior to resignation.

(b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the start of the fiscal year. No person whose dues are unpaid as of the date of any Club meeting shall be entitled to vote at such 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 I. Club Meeting.

Meetings of the Club shall be held every other month within the greater Minneapolis/St. Paul area at such location and on such date as may be determined by vote of the Board of Directors. Written notice of each such meeting shall be mailed (USPS mail or e-mail or facsimile) by the Recording Secretary at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be ten percent (10%) of the members in good standing.

SECTION 2: Special Club Meeting.

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 Minneapolis/St. Paul 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 (USPS or e-mail or facsimile) by the Secretary at least five (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 with voting privileges.

SECTION 3: Board Meetings.

Meetings of the Board of Directors shall be held every other month within the greater Minneapolis/St. Paul area on such a date, at such an hour and place as may be designated by the Board. The first meeting of the Board shall be held immediately following the annual meeting. Written notice of each such meeting shall be mailed by the Recording Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a simple majority of the Board voting in person, by mail, e-mail, fax, or telephone/video conference call, through the Recording Secretary. Items voted on by telephone conference call must be confirmed in writing within seven (7) business days.

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 within greater Minneapolis/St. Paul 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 Secretary at least five 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. The quorum for such a meeting shall be a majority of the Board.

SECTION 5: Voting.

Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting or any mail-in ballot of the Club at which he/she is present. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III - Officers and Directors

SECTION 1. Board of Directors.

The Board shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer and two (2) other regular members all of whom shall be members in good standing. Officers shall be elected for one-year terms. Directors shall be elected for two-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 except where limited in these by-laws shall be entrusted to the Board of Directors. The Board shall make a report to the Club at each regular meeting and in the newsletter.

SECTION 2. Officers.

The Club's officers, consisting of the President, Vice-President, Corresponding Secretary, Recording 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, shall appoint committee chairs as needed to carry out the functions of the Club, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these By-laws. The outgoing President shall oversee the transfer of all Club records at the annual Club meeting. The President is limited to one (1) consecutive term of office.
- (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. The Vice-President shall be responsible for the inventory and control of such educational materials owned by the Club (i.e. videos, films, books, training equipment, et cetera.) The Vice-President shall be the meeting parliamentarian and present committee reports for absent committee chairs.
- (c) **The Corresponding Secretary** shall have charge of the correspondence, 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.
- (d) **The Recording Secretary** (hereafter referred to as "Secretary") shall keep a record of all meetings of the Club and of the Board, including attendance records and of all matters of which the Club shall order a record. A summary of such records will be printed in the Club newsletter. He/she will also 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 by these bylaws.
- (e) **The Treasurer** shall collect and receive all monies due or belonging to the Club. He/she shall deposit the same in a bank designated by the Board, in the name of the Club. His/her books shall at all times be open to inspection of the Board and he/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/she shall render an account of all moneys received and expended during the previous fiscal year. He/She shall be responsible for issuing yearly dues notices to all Club members within thirty-days (30 days) of the start of the fourth quarter of the fiscal year. The Treasurer shall be bonded in such amount, as the Board of Directors shall determine.
- (f) The same person may serve as both Secretary and Treasurer in which case the Board shall be comprised of six persons.
- (g) The same person may serve as both Recording Secretary and Corresponding Secretary in which case the Board shall be comprised of six persons.

SECTION 3. Vacancies.

Any vacancies occurring on the Board or among the Officers during the year shall be filled for the unexpired term of office by a majority vote of all of the remaining 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 Meetings, Nominations and Elections

SECTION 1. Club Year.

The Club's fiscal year shall begin on the 1st day of December and end the last day of November. 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 November (last month of the fiscal year) 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.

A secret written ballot from among those nominated in accordance with these bylaws shall elect the officers and directors for the ensuing fiscal year. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions of the Board who receive the greatest number of votes for the available positions shall be declared elected. If further balloting is required, the name of the individual receiving the lowest number of votes on the preceding ballot shall not be placed on subsequent ballots.

SECTION 4. Nominations.

No regular member may be a candidate in a Club election who has not been nominated. The Board shall select a Nominating Committee consisting of three (3) Club members, not more than one (1) of whom may be a member of the Board. It shall be the committee's duty to present a slate of candidates by September 25th. to be published in that month's newsletter. The Committee shall nominate at least one (1) candidate for each office or open Board position; and, after securing the consent of each person so nominated, shall immediately report his or her nominations to the Recording Secretary in writing.

(a) The committee shall nominate one candidate for each open office or positions 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 weeks before the October meeting, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the October 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 dog shows, obedience trials, 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 also be appointed by the board to aid it on particular projects.

SECTION 2. Any appointed committee or appointed committee person 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 person(s) whose services have been terminated. Each Club committee shall prepare a written report of its yearly activities to be filed with the Recording Secretary after presentation to the membership at the Annual Meeting.

ARTICLE VI - Discipline

SECTION 1. American Kernel Club (AKC) Suspension.

Any member who is suspended from any of 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 twenty-five dollars (\$25.00), which shall be forfeited if the Board following a hearing does not sustain such charges. The Recording 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 that action alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club. If the Board considers that the charges to 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 before the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Recording Secretary shall, within 72 hours of the Board meeting, send one copy of the charges to the accused member by certified, restricted delivery, return receipt showing to whom and date delivered, mailed together with a notice of the hearing and assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes. Failure of the accused to sign for the letter will result in the scheduled hearing with the accused in absentia.

SECTION 3. Board Hearing.

The Board shall have complete authority to decide whether counsel may attend the hearing, but both the 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 the 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/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 Recording Secretary. The Recording Secretary, in turn, shall immediately notify each of the parties in writing 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 for expulsion. The defendant shall have the privilege of appearing on 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 two-thirds (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 bylaws may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by twenty percent (20%) of the regular membership. 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 (3) 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.

ARTICLE VIII - Dissolution

SECTION 1. Dissolution.

The Club may be dissolved at any time by the secret written ballot of not less than two-thirds (2/3) of the regular members. In the event of the dissolution of the Club other than for the 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 and Board Meeting
- Report of President
- Report of Secretaries
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at annual meeting)
- Election of new members
- Unfinished business
- New Business
- 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:

- Roll Call
- Reading of minutes of last meeting
- Report of Secretaries
- 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 special rules of order the Club may adopt.