

# Lagotto Romagnolo Club of America

## BYLAWS

### ARTICLE I

#### Membership

**SECTION 1. Eligibility.** There shall be seven (7) types of membership 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 objectives including the Bylaws and code of ethics of the LRCA. These memberships are described below.

- **Active Membership** with all rights, privileges, and responsibilities shall be open to all individuals 18 years of age or older who have been an Associate Member for at least one year and who reside(s) in United States. If an Active Member becomes an International Member, the status as an Active Member will continue. Active members may be individual or household.
  - **Regular** (Individual) — enjoys all Club privileges including the right to vote and hold office.
  - **Household** — two (2) adult members residing in the same household, each eligible to vote and hold office, but must both have been Associate Members for at least one year. Only one household member may hold office at any given time.
- **Associate Membership** is open to all persons 18 years of age and older who are residents of the United States. Associate Members shall enjoy all the privileges of the LRCA except the right to vote, hold office, or participate in the Breeder Referral Program. Associate Members shall not count in the determination of a quorum. After one year from the date of being approved as an Associate Member by the LRCA Board, Associate Members may apply for Active Membership and have endorsements from two current Active members, not residing in the same household. However, Associate Members need not apply for Active Membership and may continue as Associate Members for an indefinite period of time.
- **International** — for those individuals who are not U.S. residents (or its territories and possessions). Shall be entitled to all Club privileges except voting and office holding. International members do not count in the determination of a quorum.
- **Junior** — open to children 9 to 17 years of age, a non-voting/non office holding membership that may automatically convert to Associate Membership at age 18 for the period of one year, then may apply for Active Membership.
- **Life** — for those individuals who have been members for 20 years. Life members pay no dues but are eligible to vote and hold office.

#### SECTION 2. Dues.

- (a) The Board of Directors may change or set any dues or fees for the next official year by a majority vote of a quorum of Directors. The deadline for the change shall be set by the Board and both the change and the deadline shall be reported in the next official LRCA publication and posted on the

Club website. Any change shall be set no later than October 1 to be effective for the ensuing official year. Dues are payable on or before the thirty-first day of January each year. Dues not paid by March 1<sup>st</sup> will be considered lapsed.

- (b) No member whose dues are not paid for the current year may vote, run for office, nominate any person for office, or endorse any applicant for membership.
- (c) Members joining after December 1<sup>st</sup> of any year and paying dues shall be credited as having paid dues for the following fiscal year. During the month of December, the Membership Chairperson shall send a statement to each member of his or her dues for the ensuing year. The membership chairperson shall send to the Recording Secretary and Treasurer the list of renewals sent to members for their records.

**SECTION 3. Election to Membership.** Applications for membership shall be a two-step process. Prospective members shall first apply as Associate members. A period of one year as an Associate Member is required before applying for Active membership.

The **Associate Member** application shall state the name, address, and occupation of the applicant along with other requested information. Accompanying the application, the prospective member shall submit dues payment for the current year. The application shall be mailed electronically or via the US post to the Membership Chair.

After being an Associate Member for a period of one year, an individual or dual member may apply for Active Membership.

The **Active Membership** applicant shall apply on a form as approved by the Board of Directors, which shall provide that the applicant agree to abide by the constitution, bylaws, and the rules of the Lagotto Romagnolo Club of America and the American Kennel Club. In addition, each member shall agree to abide by the Lagotto Romagnolo Club of America mission statement, and code of ethics.

The application form shall also include written recommendations from **two Active Members** in good standing who are not from the same household. When completed, the application with the attached sponsor recommendations shall be presented to the Board for approval under the process outlined below.

- a) Applicant and sponsor names submitted to the Board of Directors will be published in the minutes of that meeting in order to solicit comments from Active Members.

Applicants may be elected by secret ballot at any meeting of the Board of Directors or by secret vote of the directors by mail, email, conference call or video conference. Affirmative votes of 2/3 of the directors present at a meeting of the Board at which there is a quorum present, or of 2/3 of the entire Board voting by mail, email, video conference, or conference call shall be required to elect an applicant.

An application that has received a negative vote by the Board may be presented by one of the members in good standing at the next annual meeting of the Club and the members may elect such applicant by secret ballot and a favorable vote of 75% of the members present and voting.

Applicants for membership who have been rejected by the Club may reapply 12 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 Recording Secretary, but no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the Club and 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 after March 1st; however, the Board may grant an additional 60 days of grace to such delinquent members in meritorious cases. Under no circumstance may a person be entitled to vote, run for office, or nominate any person for office or endorse any prospective new members whose dues are unpaid for the current year.

Members whose membership has lapsed must reapply and be elected to membership.

(c) *by expulsion.* A membership may be terminated by expulsion as provided in **Article VI** of these bylaws.

**ARTICLE II**

**Meetings**

**SECTION 1. Annual Meeting.** The Annual meeting of the Club shall be held between the months of February and May, in conjunction with the Club's specialty show (whenever possible), at a place, date, and hour designated by the Board of Directors. Written notice of the annual meeting shall be sent by the Recording Secretary (electronic or USPS) to each member at least 30 days prior to the date of the meeting. The quorum for the annual meeting shall be 10% of the members in good standing.

**SECTION 2. Special Club Meetings.**

(a) Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present at a meeting of the Board or who vote by mail; and shall be called by the Recording Secretary upon receipt of a petition signed by 10% of the voting members of the Club who are in good standing. Such special meetings shall be held at a place, date, and hour as may be designated by the Board of Directors. The Recording Secretary shall send written notice of such a meeting at least 15 days and not more than 30 days prior to the date of the meeting. The notice of the meeting shall state the purpose of the meeting, and no other Club business may be transacted.

(b) The quorum for such a meeting shall be 10% of the voting members in good standing.

**SECTION 3. Board Meetings.** Board meetings are defined as gatherings where attendees see and/or hear each other. This includes meeting (in person) "physically" in the same room, or by conducting a meeting by video conference or teleconference. The first meeting of the Board shall be held as soon as

possible following the election. Other meetings of the Board of Directors shall be held at such times and places as designated by the President or by a majority vote of the entire Board. The Recording Secretary shall send written notice of each such meeting to each member of the Board at least 15 days prior to the date of the meeting (electronic or USPS). The quorum for such a meeting shall be a majority of the Board. The general membership is invited to attend all meetings of the Board in person or via teleconference or video conference.

**SECTION 4. Board Business.** The Board of Directors may also conduct business by mail through the Recording Secretary, email, fax, or teleconference conference call, provided it does not conflict with any other provision of these bylaws. The means of communication must be available and agreed upon by all Board of Directors members.

(a) For email communications, there must be a procedure to ensure that all individuals participating are eligible Board members and a mechanism to verify that the eligible Board members are participating. Such procedure shall include each Board member maintaining private email address not accessible to other members of the household, and the Recording Secretary shall attach an electronic receipt to such emails.

(b) Items voted upon by telephone conference call, mail, and fax must be confirmed in writing by the Recording Secretary within seven days of receipt.

### **ARTICLE III**

#### **Officers, Directors and AKC Delegate**

**SECTION 1. Board of Directors.** The Board shall be comprised of the Officers, and four directors, all of whom shall be voting members in good standing and residents of the United States. The Executive Board shall be elected for one-year terms and Directors to two-year terms, and shall serve until their successors are elected. In order to maintain continuity on the Board, two Directors shall be elected in odd numbered years and two Directors shall be elected in even numbered years. No Executive Officer or member of the Board of Directors may serve for more than five (5) consecutive terms, and no Director shall serve more than three (3) consecutive terms. An exception is the office of the Treasurer, which shall not have term limits, but requires any sitting Treasurer be re-elected to that position each year. At no time can two Board members from the same household serve on the Board at the same time.

(a) The Immediate Past President shall serve in an advisory role (without a vote) to the Board for a period of one (1) year.

(b) AKC Liaison: Until such time as the LRCA shall be fully recognized by the AKC and shall then have a delegate, the AKC Liaison shall act as liaison and point of contact for the Club and AKC. When full AKC recognition is obtained by the Club, the position of AKC Liaison shall be terminated and this paragraph removed from the bylaws to be replaced by the following:

*(i) AKC Delegate: The AKC Delegate shall be appointed by the Board of Directors every 3 years or whenever a vacancy exists, and shall serve as a non-voting member of the Board. Among*

*other duties, the Delegate shall report to the Club all actions and matters discussed at the AKC's Quarterly Meetings. The AKC Delegate shall follow all specific voting instructions, if any, designated by the Board of Directors.*

(c) 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, 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 LRCA and of the Board of Directors. This includes all communications among the Board and from the Board to the membership, notifying members of meetings, notifying new members of their election to Active Membership, notifying Directors of their election to office, recording all votes taken by mail, keeping a roll of all LRCA members and their addresses, and carrying out such other duties as are prescribed and defined by the Board.

(d) The **Corresponding Secretary** shall have charge of all correspondence to and from the public and all communication to the membership that does not originate from official action of the Board of Directors. The Corresponding Secretary shall forward to the Recording Secretary all matters that require permanent recording. The Corresponding Secretary shall also have charge of the LRCA electronic and social media sites and information posted on the Club's official website. The Corresponding Secretary shall also carry out such other duties as are defined by the Board.

(e) The **Treasurer** shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank approved by the Board, in the name of the Club. The books shall at all times be open to inspection by the Board. On an annual basis, the books shall be open to an outside entity for auditing purposes and such expense shall be borne by the Club. A profit and loss/cash flow report and balance sheet shall be given at every meeting on 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 have the authority to issue payment for Club expenses of up to \$250.00. Amounts in excess of \$250 must be submitted to the Board for approval prior to payment. The Treasurer shall have a background in Finance, Accounting, or other such expertise, and shall be bonded in such amount as the Board of Directors shall determine, with such expense to be borne by the Club.

**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 the members of the Board; 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. Surety Bond.** In addition to the Treasurer, any officer, director, or Club member handling Club finances shall, if required by the Board of Directors, furnish surety bond, with approved sureties, in such amount as may be determined by the Board of Directors. The expense shall be borne by the Club.

#### **ARTICLE IV**

##### **The Club Year, Voting, Nominations, Elections**

**SECTION 1. Club Year.** The Club's fiscal year shall begin on the first day of January, and end on the last day of December.

The club's official year shall begin immediately at the conclusion of the election and shall continue through the next election.

The elected officers and directors shall take office on the first day of the month following the election 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 election.

**SECTION 2. Voting.** At the annual meeting or at a special meeting of the club, voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of officers (delegate) and directors and amendments to the constitution and bylaws (and the standard for the breed), which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The board of directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

If voting is done via electronic means, such balloting must be conducted by an independent organization specializing in electronic balloting. Members must sign a written authorization agreeing to this method, which is revocable; releasing the club from any liability should the ballot be received late or not received by the member, due to circumstances beyond the Club's control. Members not providing written authorization will continue to receive all materials via USPS.

**SECTION 3. Annual Election.** The election of officers and directors shall be conducted by secret ballot. Ballots to be valid must be received by the Recording Secretary (or independent professional firm designated by the board), by November 15th. Ballots shall be counted by three inspectors of election who are members in good standing and neither members of the current board nor candidates on the ballot (provided, however, that the board may designate an independent professional firm to send, receive and count the ballots apart from the annual meeting).

If voting is done via electronic means, such balloting must be conducted by an independent organization specializing in electronic balloting. Members must sign a written authorization agreeing to this method, which is revocable; releasing the club from any liability should the ballot be received late or not received by the member, due to circumstances beyond the Club's control. Members not providing written authorization will continue to receive all materials via USPS (Article IV, Section 2).

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee is unable to serve for any reason, such a nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided in Article III, Section 3.

**SECTION 4. Nominations and Ballots.** No person may be a candidate in a Club election who has not been a member in good standing and has not been nominated in accordance with these bylaws. The Board of Directors shall choose a Nominating Committee by August 31. The committee shall consist of three members from different areas of the U.S.A., and two alternates, all voting members in good standing, no more than one of whom may be a member of the current Board of Directors. No Board member whose position is up for election shall be eligible to serve on the Nominating Committee. The Board shall name a chair of the committee. The Nominating Committee may conduct its business by mail, FAX, telephone, or email.

(a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each position on the Board of Directors, and shall procure the acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The committee shall then submit its slate of candidates to the Recording Secretary, who shall mail the list, including the full name of each candidate and the name of the state in which he or she resides, to each member of the Club on or before October 1st, so that additional nominations may be made by the members if they so desire.

(b) Additional nominations of eligible members may be made by written petition addressed to the Recording Secretary and postmarked on or before October 31<sup>st</sup>, signed by five (5) voting members in good standing and accompanied by the written acceptance of each such additional nominee signifying their willingness to be a candidate. Except for the position of delegate, no person shall be a candidate for more than one position.

(c) If no valid additional nominations are postmarked on or before November 1<sup>st</sup>, the Nominating Committee's slate shall be declared elected and no balloting will be required.

(d) If one or more valid additional nominations are postmarked on or before October 31st, an independent agent or Board designated inspector shall, on or before November 15th, mail to each member in good standing, a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a blank envelope and a return envelope addressed to the independent agent or Board designated inspectors marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the designated professional firm or Board designated inspectors, and postmarked no later than December 15<sup>th</sup>. The independent agent or Board designated inspectors shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters. After completing the counting process, the independent agent or Board designated inspectors shall

forward the results of the balloting to the Recording Secretary, who shall notify all candidates and Board of Directors. The results of the voting shall be announced by January 1<sup>st</sup> and also at the annual meeting.

If elections are done via electronic means, such balloting must be conducted by an independent organization specializing in electronic balloting per stipulations in **Article IV, Section 2**.

**(e) Nominations cannot be made at the annual meeting or in any manner other than as provided above.**

## **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, field trials, obedience trials, trophies, annual prizes, membership, and 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 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 any of the privileges of The American Kennel Club shall automatically be suspended from the privileges of this Club for a like period.

**SECTION 2. Charges.** Any member may bring charges against another 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 \$50.00, which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the Club or of the breed, 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 or a Committee of not less than three members of the Board, within not less than three weeks or more than six weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if he or she wishes.



### **SECTION 3.**

**Board Hearing.** The Board or Board committee 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 or Board committee 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, or until the next annual meeting, if that will occur after six months. And, if it deems that punishment insufficient, it may 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 or her fellow members at the ensuing Club meeting, which considers the recommendation of the Board or Board committee. Immediately after the Board or Board committee has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

**SECTION 4. Expulsion.** Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the recommendation of the Board or Board committee as provided in **Section 3** of this Article. The defendant shall have the privilege of appearing on his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak on his or her own behalf. The voting membership in good standing in attendance at the Annual Meeting shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

## **ARTICLE VII**

### **Amendments**

**SECTION 1.** Amendments to the constitution, bylaws, and to the Standard for the breed may be proposed by the Board of Directors, or by written petition addressed to the Recording Secretary, and signed by twenty percent (20%) of the voting 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 Recording Secretary for a vote within three months of the date when the petition was received by the Recording Secretary.

**SECTION 2.** The constitution, bylaws, and the Standard for the breed may be amended at any time, provided a copy of the proposed amendment has been mailed by the Recording Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual-envelope procedures described in **Article IV, Section 4(d)** shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date postmarked, by which date the ballots must be returned to the Recording Secretary to be counted. The favorable vote of 2/3 of the members in

good standing, who return valid ballots within the time limit, shall be required to effect any such amendment.

**SECTION 3.** *(No amendment to the constitution, bylaws, and the standard for the breed that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club).*

## **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 members in good standing. 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 the last meeting
- Report of President
- Report of Recording Secretary
- Report of the Corresponding Secretary
- 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 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 Recording Secretary
- Report of the Corresponding Secretary

- Report of Treasurer
- Reports of Committees
- Unfinished business
- Election of new members
- 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 bylaws and any other special rules of order the Club may adopt.

Approved by the membership 1/15/2015