

# Lagotto Romagnolo Club of America

## Constitution and Bylaws

### ARTICLE I Name and Objectives

**Section 1.** The name of the Club shall be the Lagotto Romagnolo Club of America (hereinafter referred to as LRCA or “the Club”)

**Section 2.** The objectives of the Club shall be:

- (a) To urge members and breeders to protect the intrinsic qualities of the Lagotto;
- (b) to encourage the organization of independent local Lagotto Romagnolo Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
- (c) to urge members and breeders to accept the Standard of the breed as approved by the Club and accepted by the AKC as the only standard of excellence by which the Lagotto Romagnolo shall be judged;
- (d) to do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, companion, and performance events and other dog-related activities in which the Lagotto is suitable to participate;
- (e) to conduct sanctioned matches, specialty shows, obedience trials and any other events for which the Club is eligible under the rules and regulations of the American Kennel Club;
- (f) to strive to protect the Lagotto from cruelty and commercial exploitation.

**Section 3.** The Club shall not be conducted or operated for profit and no part of any profits 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 objectives.

**Section 5.** The Lagotto Romagnolo Club of America does not discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion or national origin.

## ARTICLE II Membership

**Section 1. Eligibility** There shall be six (6) types of membership (Regular, Household, Associate, Associate Household, International, and Life) open to all persons 18 years of age and older, and one (1) membership (Junior) for persons under the age of 18, who are in good standing with The American Kennel Club and who subscribe to the objectives including the Constitution and Bylaws, and the Code of Ethics of the LRCA. These memberships are described below.

(a) **Voting Memberships** with all rights, privileges, and responsibilities shall be open to all adults who have been an Associate Member for at least one year and who reside(s) in United States (or its territories and possessions). Voting members may be individual or household.

- **Regular** (Individual) — enjoys all Club privileges including the right to vote and hold office. Must have been an Associate member for at least one year.
- **Regular 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.

(b) **Non-Voting Memberships** are entitled to all privileges of the Club except that they shall not be permitted to vote, hold office or be counted in a quorum.

- **Associate Membership** is open to all adults who are residents of the United States (or its territories and possessions). Associate Members may apply for Voting Membership after having been an Associate Member for one year or more;
- **Associate Household** - two (2) adult members residing in the same household, both of whom are residents of the United States (or its territories and possessions). Associate Members may apply for Voting Membership after having been an Associate Member for one year or more;
- **International** — for those individuals who do not reside in the United States (or its territories and possessions).
- **Junior** — open to children between 9 and 17 years of age; must apply for Associate Membership at age 18.
- **Life** – for those individuals who have been members for 20 years. Life members pay no dues but are not eligible to vote and hold office.

**Section 2. Dues.** Membership dues for voting and non-voting memberships shall not exceed \$100 per year, payable on or before the first (1<sup>st</sup>) day of January of each year. No member may vote whose dues are not paid for the current year. During the month of December, the Treasurer shall send to each member a statement of his dues for the ensuing year.

**Section 3. Election to Membership.** Each applicant for any type of membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and Bylaws, and The Rules and Regulations of The American Kennel Club, and AKC's Code of Sportsmanship. The application shall state the name, address and occupation of the applicant and, if applying for voting membership, it shall carry the endorsement of two voting members in good standing submitted on forms approved by the Board. Accompanying the application, the prospective member shall submit dues payment for the current year.

Applicants may be elected by secret ballot at any meeting of the Board of Directors or by secret vote of the Directors by mail or email. Affirmative votes of two-thirds (2/3) of the Directors present at a meeting of the Board, or of two-thirds (2/3) of the entire Board voting by mail or email, shall be required to elect an applicant.

An application that has received a negative vote by the Board may be presented by two (2) 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 seventy-five percent (75%) of the members present and voting. Applicants for membership who have been rejected by the Club may reapply twelve (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 sixty (60) days of grace to such delinquent members in meritorious cases. In no case may a person whose dues are unpaid for the current year be entitled to vote, run for office, or nominate any person for office or endorse any prospective voting members.

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 VII of these Bylaws.

## **ARTICLE III Meetings**

**Section 1. Annual Meeting of Members.** The Annual meeting of the Club shall be held between the months of March 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 in any manner prescribed by the laws of the state in which the Club is incorporated to each member at least thirty (30) days prior to the date of the meeting. The quorum for the annual meeting shall be ten percent (10%) of the voting members in good standing.

### **Section 2. Special Club Meetings of Members**

(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 ten percent (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 in any manner prescribed by the laws of the state in which the Club is incorporated at least fifteen (15) days and not more than thirty (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 ten percent (10%) of the voting members in good standing.

**Section 3. Board Meetings.** 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 or via telephone conference call, or via video conference (in accordance with AKC policy) as designated by the President or by a majority vote of the entire Board. Notice of each such meeting shall be sent by the Recording Secretary in any manner prescribed by the laws of the State of Delaware to each member of the Board at least fourteen (14) days prior to the date of the meeting. 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 (including disciplinary hearings) by telephone, or video conference, or by any other method permitted by the laws of the State of Delaware. The means of communication must be available and agreed upon by all Board of Directors members.

Items voted upon by telephone conference call, mail, and fax must be confirmed in writing by the Recording Secretary within seven (7) days of receipt.

#### **ARTICLE IV 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.

**(a) Powers.** General management of the Club's affairs shall be entrusted to the Board of Directors.

**(b) Election and Tenure of Office.** Officers and Directors shall be elected for two-year terms and shall serve until their successors are elected. The President, Corresponding Secretary and two Directors shall be elected in even numbered years and the Vice-President, Recording Secretary, Treasurer and two Directors shall be elected in odd numbered years. No Officer or Director may serve for more than two (2) consecutive terms. An exception is the office of the Treasurer, who may serve until a successor is elected. At no time can two members from the same household serve on the Board at the same time.

**(c) Delegate to the American Kennel Club.** The Delegate to the American Kennel Club shall be appointed by the Board of Directors and shall represent the Club in the meetings of the American Kennel Club. Among other duties; the Delegate shall report to the Club all actions and matters discussed at the AKC quarterly meetings. The Delegate must be a Voting member in good standing of the Club and must attend a minimum of two Delegate meetings in each calendar year. In the event the aforementioned stipulations are not met, the Board shall appoint a successor. The Delegate shall be a non-voting member of the Board and shall be appointed for a three (3) year term or until a successor is appointed. The AKC Delegate may also serve in elected positions.

**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 membership, notifying Directors of their election to office, recording all votes taken by mail, keeping a roll of the members of the Club who are in good standing with their addresses, which shall be sent to any member in good standing, upon written request, not more than once every Club year, and carrying out such other duties as are prescribed in these Bylaws and/or 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 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. A report 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 pay all Club expenses. The Treasurer shall be insured/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. Insurance or Surety Bond.** In addition to the Treasurer, any officer, Directors, 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 V 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 thirty (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 and Directors and amendments to the Constitution and Bylaws, the Standard for the Breed, and the Code of Ethics, which shall be decided by written ballot cast by mail as set forth in Section 4 (d) below or by electronic balloting by an independent firm in accordance with the laws of the State of Delaware and AKC policy. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members.

**Section 3. Annual Election** The election of officers and Directors shall be conducted by secret ballot in any manner provided for by the laws of the state in which the Club is incorporated. Ballots to be valid must be received by the Recording Secretary (or independent professional firm designated by the Board), by December 20<sup>th</sup>. 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).

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 IV, Section 3.

**Section 4. Nominations and Ballots.** No person may be a candidate in a Club election who has not been a voting 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 15th. 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. 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 open office and for each open 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 in writing, who shall send 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. The notice will also include the total number and names of paid voting members in good standing as of that date, so that members who file petitions can identify eligible petitioners.

**(b)** Additional nominations of eligible members may be made by written petition addressed to the Recording Secretary and received 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. No person shall be a candidate for more than one position with the exception of the Delegate who may also be elected to the Board.

If the Recording Secretary is an opposed candidate in the election and the Board does not utilize an independent professional firm or electronic balloting, the Board shall designate another officer or Directors who is not a candidate in the election to send the final slate to the membership and receive ballots for tabulation applicable to Section 4(d).

**(c)** If no valid additional nominations are received on or before October 31<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 received on or before October 31st, the Recording Secretary, or designated professional firm or Board designated inspector shall, on or before November 20<sup>th</sup>, mail to each voting 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 Recording Secretary or designated professional firm 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 20<sup>th</sup>. The inspectors of election or the designated professional firm shall check the returns against the list of voting 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 as well as the results of the voting.

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 V, Section 2.

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

## **ARTICLE VI 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 VII 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 fifty dollars (\$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 suggest one of the following:

(a) Written reprimand; or

(b) Suspension of the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing, or until the next annual meeting, if that will occur after six (6) months.

(c) And, if it deems (a) or (b) 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 two-thirds (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 VIII Amendments**

**Section 1. Amendments** to the Constitution, Bylaws, to the Standard for the Breed, and the Code of Ethics 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 to the Bylaws 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 (3) months of the date

when the petition was received by the Recording Secretary. Proposed amendments to the Standard for the Breed must be submitted to the members with recommendations of the Board by the Secretary for a vote following the procedures established by the AKC Board of Directors.

**Section 2. The Constitution, Bylaws, and the Code of Ethics** may be amended at any time, (or the **Standard for the Breed** in accordance with AKC policies), provided a copy of the proposed amendment has been mailed by the Recording Secretary or sent in accordance with the laws of the State of Delaware and AKC's procedure on Electronic Balloting for AKC Parent Clubs, to each voting member in good standing on the that date, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. If mailed, dual-envelope procedures described in Article V, 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 thirty (30) days after the date postmarked, by which date the ballots must be returned to the Recording Secretary (or designated professional firm or Board designated inspectors) to be counted. The favorable vote of two-thirds (2/3) of the voting 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 IX Dissolution**

**Section 1.** The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the voting 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 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:

- 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 XI General Provisions**

**Section 1. Parliamentary Authority.** 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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Approved by the Membership October 5, 2024