

# LEONBERGER CLUB OF AMERICA

## CONSTITUTION

Final AKC Approved Draft Proposal for membership vote - July 20, 2007

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### ARTICLE I: NAME and OBJECT

**Section 1.** The name of the Club shall be The Leonberger Club of America (LCA).

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

- (a) to promote and encourage quality in the breeding of purebred Leonbergers;
- (b) to urge members and breeders to accept the standard of the breed as approved by the American Kennel Club (AKC) as the only standard of excellence by which Leonbergers shall be judged;
- (c) to do all in its power to protect and advance the interests of the breed, and to support educational and scientific programs relating to good health and sound breeding practices;
- (d) to conduct sanctioned matches, specialty shows, and companion and performance events under the rules and regulations of the American Kennel Club, and to further promote the special qualities of the breed by sponsoring working dog and other activities under the rules of the Leonberger Club of America;
- (e) to encourage the organization of independent local Leonberger specialty clubs, under the auspices of the LCA, in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club;
- (f) to endorse the Member Practices document and ensure its usage; and
- (g) to promote cooperation and good sportsmanship among its members at competitions and exhibitions.

### ARTICLE II: BUSINESS ORGANIZATION

**Section 1.** The Club shall be organized, operated, and registered as a not-for-profit corporation.

**Section 2.** The Club shall not be conducted or operated for profit and no part of any revenue, profits, remainder, or residue from dues or donations to the Club shall inure to the benefit of any member or individual. Nor shall the Club endorse any privately produced activity, product or publication.

**Section 3.** 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.

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## Bylaws

### ARTICLE I: MEMBERSHIP

**Section 1.** Eligibility.

There shall be two (2) types of memberships; regular and foreign:

- (a) **Regular membership.** Open to all residents of the United States, eighteen (18) years or older, who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club.
  - 1.) Single membership. Open to individuals, and includes a subscription to the Club newsletter, and
  - 2.) Family membership. Open to a maximum of two (2) specific individuals residing in the same household, without regard to actual family relationship. Family membership dues shall be at a reduced rate compared to the individual regular membership rate, but each family membership shall be entitled to only one Club newsletter.Each such member shall have one (1) vote in all Club elections.
- (b) **Foreign membership.** Open to all non-residents of the United States, eighteen (18) years or older, who are not under sanction by any AKC recognized national kennel club or umbrella organization. Such members are ineligible to hold office or vote in Club elections, but may serve on committees.

**Section 2.** Dues.

Dues shall be determined by the Board according to membership type and shall be subject to ratification by two-thirds (2/3) vote of the general membership at the annual meeting. By the fifteenth (15<sup>th</sup>) day of November the Membership Chairperson shall send to each member a statement of his or her dues for the ensuing year. Dues shall be payable on or before the first (1<sup>st</sup>) of January of each year. No member may vote whose dues are not paid for the current year.

**Section 3.** Election to Membership.

Each applicant for 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 LCA Constitution and Bylaws, and the rules of the American Kennel Club. The application shall state the name and address of the applicant and it shall carry the endorsement of two (2) members in good standing. The names will appear in the next official Club publication and, if no protest is filed within sixty (60) days of publication, automatically will be granted membership. Accompanying the application, the prospective member shall submit dues payment for the current year. Any member in good standing may protest the acceptance of a prospective member by setting forth his reasons to the Secretary in a written communication which must be received by the Secretary within the allotted sixty (60) days. Such protests will be referred to a committee appointed by the Board of Directors. Upon completion of an inquiry, and after consideration of the facts developed, the committee will report its findings to the Board who will act upon the application. Two-thirds (2/3) of

the entire Board shall be required to elect an applicant who has been protested. An application which has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next Annual Meeting of the Club and the membership may, by secret ballot, elect such applicant by a favorable vote of seventy-five percent (75%) of the members present.

#### **Section 4. Termination of Membership.**

Membership may be terminated:

- (a) **By resignation.** Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- (b) **By lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the first day of the fiscal year, however, the Board may grant an additional ninety (90) days grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- (c) **By expulsion.** A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

#### **Section 5. Standing.**

Members are in good standing if they are current in payment of dues and not under sanction by the American Kennel Club.

### **ARTICLE II: MEETINGS**

#### **Section 1. Annual Meeting and Show.**

The Annual Meeting of the Club shall be held in the time period beginning the last two (2) weeks of March and ending on April 30<sup>th</sup> in conjunction with the Club's Specialty Show, at a place, date, and time designated by the Board of Directors. The Secretary shall provide written notice of the Annual Meeting to each member at least ninety (90) days prior to the date of the meeting. The quorum for the Annual Meeting shall be ten percent (10%) of the members in good standing.

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

Special Club meetings may be called by the President or by a majority vote of the members of the Board who are present at a meeting of the Board or who vote by mail, and shall be called by the Secretary upon receipt of a petition signed by ten percent (10%) of the members of the Club who are in good standing. Such a meeting shall be held at such a place, date, and time as may be designated by the Board of Directors. The Secretary shall provide written notice of such meeting at least thirty (30) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such meetings shall be ten percent (10%) of the members in good standing.

#### **Section 3. Board Meetings.**

The first meeting of the Board shall be held immediately following the annual meeting of the membership. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of each such other meeting shall be transmitted by the Secretary to each member of the Board at least thirty (30) days prior to the date of the meeting.

#### **Section 4. Board Business.**

The Board of Directors shall conduct official club business as follows:

- (a) **Meetings.** Meetings are defined as gatherings where attendees see and/or hear each other. This includes meeting (in person) "physically" in the same room or conducting a meeting by video conference or teleconference.
- (b) **Business (voting).** Voting can be conducted at meetings or through mail, fax or e-mail. In order for business to be conducted by e-mail the following must be in place:
  - 1.) Every board member must have the means to participate in order to proceed.
  - 2.) Votes must be cast via the current official LCA e-mail Board List in order to provide a ready means of verifying the identity of the individuals participating, and to ensure that they are the eligible board members.
  - 3.) A minimum of 15-days notice must be provided (unless unanimously waived) in advance of any business conducted via e-mail.
  - 4.) Upon receipt of the notice each board member must reply acknowledging the notice. If any board member objects, then the noted business may not be conducted via e-mail.
- (c) **Quorum.** The quorum for a Board meeting and/or vote shall be a majority of the Board. All Club business conducted by the Board of Directors must be commemorated by minutes, to be published in the next practical edition of the Club newsletter.

### **ARTICLE III: DIRECTORS and OFFICERS**

#### **Section 1. Board of Directors.**

- (a) **Composition and Purpose.** The business, property, and affairs of this club shall be managed by the Board of Directors. The Board shall be comprised of nine members, all of whom shall be members in good standing and residents of the United States. There shall be three (3) Directors elected annually by expiring three (3) year terms and shall be filled as provided for in Article IV.
- (b) **Term Limits.** No Director may serve for more than two (2) successive three-year terms without remaining off the Board until the next annual meeting.
- (c) **Officer Selection.** The Board shall have the sole power to select the Club's officers, except that the AKC Delegate shall be elected directly by vote of the membership in conjunction with the annual election of Board members.

## Section 2. Officers.

The Club's Officers shall be selected from among the current membership of the Board of Directors as follows: President, Vice President, Secretary, and Treasurer. The AKC Delegate may, but need not be, a current member of the Board of Directors. Each 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 be the chief executive officer of the Club. The President shall preside over all meetings of the Board and of the members. The President shall have general and active management of the business of the club and shall see that the orders and resolutions of the Board are carried into effect. The President shall be a non-voting member of all committees and shall have the general powers and duties of supervision and management usually vested in 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 Secretary** shall keep a record of all meetings of the Club and of the Board and of all votes taken by mail and of all matters of which a record shall be ordered by the Club. The Secretary shall have charge of all 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.
- (d) **The Treasurer** shall handle all Club financial transactions, including collection of dues, and shall keep a detailed accounting of receipts and disbursements. The Treasurer shall deposit Club funds in a bank approved by the Board in the name of the Club. Club books shall be open to the inspection of Board members at all times and there will be an annual audit of the books arranged by the Board of Directors. The Treasurer shall make a quarterly report to the Board of all financial activity ensuing during the previous three months and an annual report to members of all money received and expended during the previous fiscal year. The Treasurer shall be responsible for preparing and filing financial reports with state and federal revenue offices. The Treasurer and the Club President shall be bonded in such amount as the Board of Directors shall determine. In addition to his or her routine bookkeeping duties, the Treasurer shall keep the Board of Directors and members aware of the health of the Club's financial position, projecting expenses and income.
- (e) **The AKC Delegate** shall serve a three-year term, and shall be the representative of the LCA to the AKC. The AKC Delegate shall take direction from the LCA Board of Directors. Among other duties, the Delegate shall report to the Club all actions and matters discussed at the AKC's Quarterly Meetings.

## Section 3. Vacancies.

Vacancies on the Board of Directors or among the officers shall be filled by appointment, made by the remaining directors, of a Club member who is otherwise qualified to sit on the Board. Each person so selected shall remain a director until the next Annual Election. However, 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 as provided above.

## Section 4. Other non-officer positions.

The Board of Directors may create, and fill by appointment, other non-officer positions as necessary to further the work of the Club. These positions may include, but are not limited to, a Membership Chairperson to keep track of each member's contact information and dues status, and a Corresponding Secretary to act as the Club's official communications contact.

# ARTICLE IV: The CLUB YEAR, NOMINATIONS, VOTING, and ELECTIONS

## Section 1. Club Year.

The Club's fiscal year shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December. The Club's official year shall begin immediately at the conclusion of the Annual Meeting and shall continue through the next Annual Meeting. The elected Officers and Directors shall take office immediately upon the conclusion of the Annual Meeting, and each retiring officer shall turn over to his or her successor all properties and records relating to that office within thirty (30) days after the Annual Meeting.

## Section 2. Nominations.

There shall be two (2) mechanisms for making nominations of candidates for the annual election of the Board of Directors and the AKC Delegate, as provided in subsections (a) and (b). Nominees must be members in good standing who have been members for two (2) years and have attended at least one (1) of the last two (2) general meetings. No member of the election or nominating committees may be nominated. All nominations must be received by the Chairperson of the Election Committee no less than forty-five (45) days prior to the annual meeting date.

- (a) **A Nominating Committee** shall be chosen by the Board of Directors at least ninety (90) days before the Annual Meeting. The committee shall consist of three (3) members in good standing from different areas of the United States, none of whom serve on the current Board of Directors. The Board shall name a Chairperson for the Committee. The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each vacancy on the Board of Directors and the AKC Delegate, 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 Secretary who shall transmit the list, including the full name of each candidate and the name of the state in which he or she resides, to the Election Committee prior to the deadline for submitting nominations.
- (b) **Additional nominations** of eligible members may be made by transmitting the required nominee information to the Election Committee prior to the deadline for submitting nominations. Nominations so made must be accompanied by evidence signifying the willingness of each such nominee to be a candidate.
- (c) **If no additional valid nominations** are received by the Election Committee by the deadline no balloting will be required, and the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting.
- (d) **Nominations may not be made** at the Annual Meeting or in any manner other than as provided above.

### **Section 3. 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 the Directors and amendment to the constitution and Bylaws, Member Practices 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. By-mail votes under this section shall be conducted substantially in accordance with the provisions of Section 4, below.

### **Section 4. Annual Election.**

The annual election for members of the Board of Directors and the AKC Delegate shall be conducted as follows:

- (a) If four (4) or more valid Board nominations are received by the Chair person of the Election Committee forty-five (45) days prior to the annual meeting date, then the Election Committee Chair shall:
  - 1.) Prepare a ballot listing all of the nominees in alphabetical order, along with instructions for voting.
  - 2.) Obtain a list of all current members in good standing from the Membership Chair.
  - 3.) Prepare mailing, ballot, and return envelopes.
  - 4.) Assemble the ballot(s) and instructions, ballot envelope(s), and return envelope. Enclose them in the mailing envelope, and mail them to each member on the Membership Chair's list.
- (b) To be valid, the ballots must be received by the recording Secretary at least five (5) days before the date of the Annual Meeting.
- (c) Upon timely receipt, the Secretary shall check the returned ballots against the Membership Chair's list and certify the eligibility of each member casting a ballot.
- (d) Three (3) Inspectors of Election shall be appointed by the Board of Directors prior to the general meeting. All Inspectors of Election must be members in good standing and not members of the Board, nor candidates on the ballot. Alternatively, the Board may designate an outside professional firm to count the ballots when it deems that the circumstances warrant it.
- (e) The Secretary (or the highest ranking officer present) shall, prior to the Annual General Meeting, deliver the ballots, still sealed in the large envelope to the Inspectors of Election. The Inspectors of Election shall unseal and count the ballots. An official tally shall be submitted immediately to the Secretary (or highest ranking officer present) to be announced at the general meeting of the members.
- (f) The person(s) receiving the largest number of votes shall be deemed elected to the available positions. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not stand elected and the vacancy so created shall go to the person with the next highest number of votes or, if none, the vacancy shall be filled by the Board of Directors in the manner provided by Article III, Section 3.

## **ARTICLE V: COMMITTEES**

### **Section 1. Standing Committees.**

The Board may each year appoint standing committees to advance the work of the Club in such matters as breeding, conformation shows, companion and performance events, trophies, annual prizes, membership and other fields which may well be served by committees. Special committees may also be appointed by the Board to aid it on particular projects, however, unless specifically renewed by vote of the board, all special committees shall expire annually at the time of the general meeting. All committees shall always be subject to the final authority of the Board. Standing committees shall include, but not be limited to: Breeding, Governance, Show, LeoLetter, Election, Membership, and Health, Research & Education committees.

### **Section 2. Committee Composition.**

Any member in good standing may be appointed by the Board to a committee position. Committees shall consist of three (3) to seven (7) full voting members. Committees may also maintain as many as 5 non-voting associate members. No person may serve on more than two (2) committees. No person may chair more than one (1) committee. The Board shall consider diversity of geographic representation in all committee appointments.

### **Section 3. Termination.**

Any committee appointment may be terminated by a majority vote of the full membership of the Board of Directors upon written notice to the appointee; and the Board may appoint successors to those persons whose service has been terminated.

### **Section 4. Committee Guidelines.**

All committees are bound by the guidelines set forth by the Board of Directors.

### **Section 5. Attendance of Board Meetings.**

Upon request, and adequate notice, Committee Chairs should attend Board meetings.

## **ARTICLE VI: DISCIPLINE**

### **Section 1. American Kennel Club Suspension.**

Any member who is suspended from all 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 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 \$20.00, which shall be forfeited if such charges are not sustained by the board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the board or present them at a board meeting, and the board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed. If the board considers that the charges do not allege conduct which would

be prejudicial to the best interests of the Club or 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 not less than three (3) weeks, nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the accused may personally appear in his or her own defense and bring witnesses if he or she wishes.

### **Section 3. Board Hearing.**

The Board of Directors 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 accused, the Board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the club for not more than six (6) months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the accused's right to appear before his or 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 Secretary. The Secretary, in turn, shall notify each of the parties of the board's decision and penalty, if any. The Secretary shall also arrange for the findings to be published to the general membership.

### **Section 4. Expulsion.**

Expulsion of a member from the club may be accomplished only at a meeting of the club following a board hearing and upon the board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the club to be held within sixty (60) days, but not earlier than thirty (30) days after the date of the board's recommendation of expulsion. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret 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.**

Amendments to the Constitution and Bylaws or Standard of the Breed may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members, with the recommendation of the Board, by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

### **Section 2. Procedure.**

The Constitution and Bylaws or Standard of the Breed may be amended at any time provided a copy of the proposed amendments have been mailed by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which he/she may indicate his or her choice, for or against, the actions to be taken. The notice shall specify a date not less than thirty (30) days after the date of mailing by which date the ballots must be returned to the Secretary to be counted. The favorable vote of two-thirds (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. Limitation.**

No amendment to the Constitution and Bylaws, or to the Standard for the breed, that is adopted by the club shall become effective until it has also been approved by the Board of Directors of The American Kennel Club.

## **ARTICLE VIII: DISSOLUTION**

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing. In the event of dissolution of the Club, other than for the purpose 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 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. General Meeting.**

At General meetings of the Club the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call.
- Minutes of Last Meeting.
- Report of President.
- Report of Secretary.
- Report of Treasurer.
- Reports of Committees.
- Unfinished Business.
- New Business.
- Resolution of disputed membership applications.
- Announcement of new board/officers.
- Adjournment.

### **Section 2. Board Meetings.**

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

- Minutes of Last Meeting.

Report of President.  
Report of Secretary.  
Report of Treasurer.  
Reports of Committees.  
Other reports.  
Unfinished Business.  
Election of New Officers.  
New Business.  
Adjournment.

#### **ARTICLE X: 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.

#### **ARTICLE XI: LOCAL LEONBERGER CLUBS**

The authority to affiliate with local Leonberger Clubs shall rest with the Board, pursuant to such guidelines as they may establish for this purpose. All local affiliate clubs shall conduct their affairs in a manner consistent with the rules of the LCA and the AKC, but shall otherwise be operated as independent entities. LCA local affiliate club status may be revoked by a three-fourths (3/4) vote of the full LCA Board.