



# *Lagotto Club of America*



## *Bylaws*

### **ARTICLE I – MEMBERSHIP**

Section 1. Eligibility - There shall be two (4) types of memberships: Charter/Regular - Individual, carrying one vote; Charter/Regular-Dual (two persons residing in the same household) carrying two votes, Associate (non-voting) and Foreign (other than US). Membership shall be open to all persons 18 years of age and older. Prospective members shall support the Constitution, Bylaws and Code of Ethics and Mission Statement of the Lagotto Club of America.

Section 2. Dues - Dues shall be set by the Board not to exceed in any one year \$40.00 for an individual US membership and \$60.00 for a dual membership. Dues not to exceed \$35.00 for an Associate (non-voting) membership and \$60.00 for a Foreign (non-US) membership. No later than January 7, the Treasurer shall send to each member a statement of dues for the ensuing year which shall be payable on or before February 15. If dues are not paid by March 1, members will be dropped for non-payment. No member whose dues are not paid for the current year shall be eligible to vote.

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 this Constitution, Bylaws and Code of Ethics and Mission Statement of the Lagotto Club of America. Prospective members shall be in good standing with the American Kennel Club and subscribe to the Constitution, Bylaws and Code of Ethics of the club. Upon acceptance, new members will be billed for dues. If a new member's dues are not received within sixty (60) days from notification of acceptance, acceptance shall become void. Dues will be prorated for the first year of membership based on quarter in which membership is approved. Applicants may be elected at any meeting of the Board of Directors or by written vote of the directors by mail. Affirmative votes of 2/3 of the entire Board voting by mail shall be required to elect an applicant. An application which has received a negative vote by the Board may be presented by an endorser at the next Annual Meeting of the Club and the Club may elect such applicant by favorable vote of 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 Recording Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they are incurred on the first day of each fiscal year.
- b. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid March 1; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no



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case may a person be entitled to vote whose dues are unpaid.

c. By expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

Section 5. Members in Good Standing - "Members in good standing" are defined as those members who owe no billed debt, including dues for the current year, to the Club and are in good standing with the AKC.

### **ARTICLE II – MEETINGS**

Section 1. Annual Meeting - The Annual Meeting of the Club shall be held in the month of October, date and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be mailed, first class, by the Secretary, 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 regular members in good standing. Email notice will also be given on the club email group list. Those members without internet access shall receive written notice and may vote by proxy. The proxy shall be a regular club member 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 10% of the members of the Club who are in good standing. Such meeting shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed, first class, by the Secretary at least 14 days and not more than 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 a meeting shall be 10% of the voting members in good standing. Email notice will also be given on the club email group list. Those members without internet access shall receive written notice and may vote by proxy. The proxy shall be a regular club member in good standing.

Section 3. Board Meetings - The first meeting of the Board of Directors shall be held immediately following the Annual Meeting and/or election. The Board of Directors shall meet a minimum of three (3) times per year, at locations and times as designated by the President or by a majority vote of the entire Board. Special meetings of the Board of Directors shall be held at such times and places as are designated by a majority vote of the entire Board of Directors. Section 3 (continued). Written notice of meetings of the Board of Directors shall be mailed, first class, by the Secretary to each member of the Board at least 14 days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board. All regular business of the Board is to be conducted at regular meetings of the Board. Only urgent matters of the Board that require immediate action are to be conducted by mail. A quorum for a mail vote of



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the Board shall be a majority of the entire Board members voting. Email notification will be given on the Parent Club email list as well as the Club email discussion group.

Section 4. Board Reports - Reports and actions of all Board meetings are to be provided to the general membership either in electronic format or, if a member requests, by regular mail.

### **ARTICLE III – DIRECTORS, OFFICERS AND AKC LIAISON**

Section 1. Board of Directors - The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and three (3) Directors, all of whom shall be members in good standing who are residents of the United States. The Officers and Directors shall be elected for one-year terms, at the Club meeting as provided in Article IV and shall serve until their successors are elected. No Officer or Board member, except for the Treasurer, shall be eligible to serve more than five (5) consecutive terms. 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, 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 the President in addition to those particularly specified in these Bylaws. The President will serve as a non-voting, ex-officio member of all committees.
- 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 the following:
  - 1) All meetings and votes of the Club and of the Board;
  - 2) Committee reports;
  - 3) Official membership roll and current addresses; and
  - 4) Special and standing rules.

The Secretary shall:

- 1) Notify Officers and Committee Members of appointment and furnish committees with any documents necessary for the performance of duties;
- 2) Sign all certified acts of the Club;
- 3) Receive all votes and ballots, proposed Amendments to the Constitution and



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Bylaws and proposed changes to the Standard for the Breed and Code of Ethics;  
and

4) Receive any additional nominations and any resignations.

The Secretary shall:

- 1) Have charge of all general correspondence of the Club, i.e., correspondence which is not the function of other offices or committee chairmen;
- 2) receive the slate of Officers and Board Members from the Nominating Committee Chairman and so notify the General Membership;
- 3) Send all ballots;
- 4) Send notice of all meetings in either electronic format or by regular mail; and
- 5) Handle all correspondence concerning charges against a member.

d. The Treasurer shall collect and receive all monies due or belonging to the Club. He shall deposit the same in a bank approved by the Board, in the name of the Club. His books shall at all times be open to inspection by the Board and he 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 shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

Section 3. Vacancies - Any vacancies occurring on the Board during the year shall be filled until the next annual election by a majority vote of all the then 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 the Vice-President shall be filled by the Board.

Section 4. AKC Liaison -The AKC Liaison shall be appointed by the Board each October to a one-year term with no restriction as to the number of consecutive terms which may be served.

The AKC Liaison:

- 1) represents the LCOA Board of Directors on issues that the Board wishes to present to the AKC,
- 2) Serves as Board liaison to the AKC,
- 3) Presents issues to the LCOA Board that will require attention,
- 4) Reports to the LCOA Board on pertinent information and on AKC meetings on a timely basis and
- 5) Prepares an Annual Report and other periodic reports for the Membership.

## **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 thirty-first day of December. The Club's official year shall begin immediately at



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the conclusion of the election at the Annual Meeting, and shall continue through the election of 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 successor in office all properties and records relating to that office at that time or within 30 days if not present at that meeting.

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 online at the meeting, except for the annual election of Officers and Directors, 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 and returned to an independent expert for tabulation. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision by written ballot of the members cast by mail. A member, to be eligible to attend and/or vote at any Club meeting, or to participate in any mail vote, must have paid his (their) dues and be in good standing ten (10) days prior to the mailing of a meeting-call or of the mailing of a mail vote. Whenever a mail-vote is required, such mail-vote shall be given in writing by depositing the same in the United States mail, addressed to all members in good standing, at such address as appears in the books of the Club, and such notice shall be deemed to have been given at the time when the same was then mailed.

Section 3. Annual Election - At the Annual Meeting, the results of the ballot for the election of Officers and Directors shall be announced. See Section 4(d) for procedure for an election. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the meeting, is unable to serve for any reason, such 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. In case of a tie, a run-off election, following the same procedure, must be held. In the event the annual meeting is held online, the Secretary will verify that all those attempting to cast a ballot are in fact members in good standing and eligible to vote.

Section 4. Nomination and Ballots - No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. A Nominating Committee shall be chosen by the Board of Directors before June 1st. The committee shall consist of five members from different areas of the United States, and two alternates, all members in good standing, no more than one of whom may be a member of the current Board. Each member of the Board will submit three (3) names to the Secretary. The Secretary will compile a list of these names and submit the entire list to the Board for voting. The person with the most votes will be the Chairman, five with the highest number of votes, the committee; and the two with the next highest, alternates. The Nominating Committee may conduct its business by mail or by electronic communication.

- a. The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and one candidate for each of the three other positions



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on the Board, and shall procure, in writing, and send to the Secretary, prior to June 15th, the name and written acceptance of each nominee so chosen. The Nominating Committee should, where possible, consider geographical representation of the membership in the selection of the Board nominees. The Board will dictate policy to insure such consideration. The Secretary shall, upon receipt of written confirmation of all nominees, mail the list of candidates, including their full name and the name of the state in which each resides, to each member of the Club on or before July 1st, so that additional nominations may be made to the Secretary by the members if they so desire.

b. Additional nomination of eligible members may be made by written petition addressed to the Secretary of the club and received at the Secretary's address on or before August 1st, signed by five members and accompanied by the written acceptance of each additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one position and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination from the Nominating Committee.

c. If no valid additional nominations are received by the Secretary on or before August 1st, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting and no balloting will be required.

d. If one or more valid additional nominations are received by the Secretary on or before August 1st, the Secretary shall, on or before August 15th, mail to each member in good standing, a ballot listing, in alphabetical order, all of the nominees for each position with the names of the states in which they reside, together with a return envelope marked "ballot" and bearing the name and return address of the member to whom it was sent. This envelope shall be pre-addressed to an independent expert, selected by the Secretary, with Board approval. The ballot shall specify a date not less than thirty (30) after the date of mailing by which all ballots must be returned to the independent expert. The Secretary shall provide the independent expert with a list of members eligible to vote (See Article IV, Section 2), against which the independent expert shall check the return addresses on the ballot envelopes and shall certify the eligibility of the voters as well as the results of the voting. This expert shall send, by certified mail, the results of the election to both the President and to the Secretary in time to be announced at the Annual Meeting, or in the case of amendments to the Constitution and Bylaws, Code of Ethics or the Standard of the Breed, in time to be announced at the next Board Meeting and by mail to the Membership as a part of the Annual or Board Meeting Minutes. The deadline for receiving ballots shall be determined by requirements set forth by the person/firm tabulating the votes.

e. Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

## **ARTICLE V – COMMITTEES**



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Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as Education, History, Rescue, Web Site Management, 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 and will function until dismissed by the Board.

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 service has been terminated.

### **ARTICLE VI - DISCIPLINE**

Section 1. American Kennel Club Suspension - Any member who is suspended from 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 breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of ten dollars (\$10.00) which shall be forfeited if such charges are not sustained by the Board or Committee 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 interest of the Club or the breed. If the Board considers that the charges do not allege conduct which might 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 of a hearing by the Board or a Committee of not less than three members of the Board, not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

Section 3. Board Hearing - The Board or 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 Committee may, by a majority vote of those present, suspend the defendant from all privileges of the Club for no 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 is insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the



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defendant's right to appear before his fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee 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 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 Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The members present shall then vote by secret written ballot on the proposed expulsion. A two-thirds 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, Code of Ethics and to the Standard for the Breed may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with

recommendations 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. The Constitution, Bylaws, Code of Ethics and the Standard for the breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member eligible to vote (See Article I, Section 5 and Article IV, Section 2), accompanied by a ballot on which he may indicate his choice for or against the action 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. Procedure shall follow that outlined in Article iv, Section 4(d) - Nominations and Ballots. Ballots shall be received, counted and reported in the same manner as provided for elections. 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. No amendment to the Constitution and Bylaws that is adopted by the Club shall become effective until approved by the Board of Directors of the American Kennel Club.



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**ARTICLE VIII – 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 members. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any asset 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. At the meeting 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 the President

**ARTICLE IX – ORDER OF BUSINESS (continued)**

- Report of the Secretary
- Report of the Treasurer
- Report 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:



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Roll Call

Minutes of the Last Meeting

Report of the President

Report of the Secretary

Report of the Treasurer

Reports of Committees

Unfinished Business

Election of New Members

New Business

Adjournment

Section 3. All meetings of the Club shall follow the procedures contained in Robert's Rules of Order (latest edition) whenever it is not contrary to the provision of these Bylaws.

(adopted as amended 04/2007)

This document consists of Nine (10) pages