

Labrador Retriever Club, Inc.

Constitution

SECTION 1. The name of the Club shall be Labrador Retriever Club, Incorporated.

SECTION 2. The goal of the Club shall be to encourage and promote quality in the breeding and performance of pure-bred Labrador Retrievers and to do all possible to bring their natural attributes as working retrievers to perfection.

SECTION 3. In furtherance of its goal the Club will:

- (a) encourage the organization of independent local Labrador Retriever clubs to promote performance and conformation events;
- (b) encourage members and breeders to accept the Standard of the breed as approved by The American Kennel Club as the standard of excellence by which Labrador Retrievers shall be judged;
- (c) seek to protect and advance the interests of the breed and to encourage sportsmanlike competition at field trials, hunting retriever tests, obedience trials and conformation events;
- (d) conduct, sponsor and encourage on behalf of the Labrador Retriever breed events including field trials, hunting retriever tests, obedience trials and conformation events under the rules of The American Kennel Club.

SECTION 4. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

By-Laws

ARTICLE I Membership

SECTION 1. Eligibility. There shall be one (1) type of voting membership, open to persons of legal age who are in good standing with The American Kennel Club. And who by virtue of their involvement with and demonstrated commitment to, the Labrador Retriever, have shown their dedication to the purposes and goals of this Club.

SECTION 2. Dues. Membership dues shall be fixed from time-to-time by vote of the Board of Directors and shall be due and payable on or before January 1 of each year. Only members whose dues are current may vote. The Treasurer shall send to each member a notice of dues for the ensuing year. Failure to receive such notice shall not excuse non-payment of dues.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors. That form shall provide that the applicant agrees to abide by these Constitution and by-laws and the rules and regulations of The American Kennel Club. In addition, the application shall state the name, address and occupation of the applicant and shall provide opportunity for the applicant to set forth detailed information intended to satisfy the eligibility requirements set forth in Section 1 of this Article. The application shall be accompanied by sponsoring letters from at least two members in good standing who have personal knowledge of the qualifications of the applicant for membership. Forms for membership application shall be provided promptly by the Secretary upon receipt of a written request. Completed applications, including the sponsoring letters and a non-refundable application fee, shall be returned to the Secretary for submission to the Board. The amount of the application fee shall be fixed by the Board

of Directors in an amount reasonably calculated to defray the expenses of processing the application.

Applicants may be elected to membership by written vote of the Directors acting in person or by mail. Affirmative votes of at least 2/3rds of the Directors voting shall be required for election. At reasonable intervals, and at least every 120 days, the Secretary shall submit copies of the completed applications and sponsoring letters to the Directors for their consideration and vote. If an applicant fails of election by the Board, the Board need not reconsider an application by the same applicant sooner than three years.

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 Secretary; but no member may resign when in debt to the Club. Dues are considered a debt to the Club and the obligation to pay dues accrues 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 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. No person whose dues are unpaid as of the date of any Club meeting shall be entitled to vote at such meeting.

(c) by expulsion. A membership may be terminated by expulsion as provided in Article V of these by-laws.

SECTION 5. Honorary Members. In addition to voting members, honorary members may be elected from among those who have rendered valuable aid to the Club or to the furtherance of the Club's purposes and goals. Such honorary members may be elected by vote of 75% of the Directors or by vote of 75% of the members present and voting at an Annual Meeting. Honorary members shall be exempt from dues and shall be entitled to all the privileges of the Club, except that they may not vote or hold office.

ARTICLE II Meetings

SECTION 1. Annual Meeting of Members.

The Annual Meeting of the Club Shall be held in October or November of each year at such location and on such date as may be determined by vote of the Board of Directors. Written notice of the time and place of the Annual Meeting shall be mailed by the Secretary to each member of the Club at least 30 days prior to the date fixed for such meeting.

If, for any reason, the Board of Directors determines that the Annual Meeting cannot or should not reasonably be held as aforesaid, the Board by vote may determine to hold a special meeting in lieu of the Annual Meeting provided that such special meeting shall be held on a date prior to the end of the calendar year. Hereafter any reference to Annual Meeting in these by-laws shall include any special meeting held in lieu thereof.

A quorum for the Annual Meeting or for any special meeting held in lieu thereof shall be 100 members or 10% of the membership, whichever is less.

SECTION 2. Special Meetings of Members. A special meeting of the Club may be called by the President; or by a majority vote of the members of the Board and shall be called by the Secretary upon receipt of a petition signed by 100 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 President with the approval of a majority of the Board of Directors. Written notice of such meeting shall be mailed by the Secretary at least 14 days and not more than 60 days prior to the meeting. The notice of the

meeting shall state the purposes of the meeting. The quorum for such a meeting shall be 100 members or 10% of the membership, whichever is less.

SECTION 3. Voting at Meetings of Members. 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 that the annual election of Directors and the vote on amendments to the Constitution, the by-laws and the Standard for the breed shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may authorize submission of other specific questions for decision of the members by written ballot cast by mail.

The affirmative vote of a majority of those present and voting at an Annual Meeting or a special meeting will be required to adopt any matter brought up for consideration and vote at the meeting unless another provision of these by-laws calls for a different level of favorable vote. All votes at meetings of the Club shall be by a show of hands unless the meeting shall adopt a secret ballot.

SECTION 4. Board Meetings. Immediately following the meeting of the Club at which the election of Board members for the ensuing year has occurred, the Board of Directors shall meet to elect the officers and the Delegate for the coming year, to appoint the Nominating Committee for the coming year, and to discuss the transition in Club governance. Other meetings of the Board of Directors shall be held at such times and places as may be designated by the President or by majority vote of the Board of Directors. Notice of each such meeting shall be mailed by the Secretary to each Director at least 14 days prior to the date of the meeting. The Board may hold meetings on shorter notice or without notice upon waiver of such notice by at least two-thirds of the Directors. A Board meeting may be held by teleconferencing or similar technology and a Director unable to attend a meeting in person may participate in such meeting by telephone or may register a vote by mail. A quorum for a Board meeting shall be one-third of the Directors whether present in person or participating by telephone or by mail.

ARTICLE III Officers and Directors

SECTION 1. Officers. The officers of the Club shall consist of a President, one or more Vice-presidents, a Secretary and a Treasurer each of whom shall be elected by the Board of Directors from among the members of the Board. The office of Secretary and Treasurer may be held by the same person. They shall be elected for one year terms as hereinafter provided and shall serve until their successors are elected and qualified.

(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 by-laws.

(b) The Vice-president or Vice-presidents shall have such powers and duties as may be assigned by the Board of Directors or by the President with the consent of the Board.

(c) The Secretary shall keep a record of all meetings of the Club and of the Board, 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 the correspondence, notify members of meetings, process applications for membership and 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 other duties as are prescribed in these by-laws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Club; shall deposit the same in a bank approved by the Board in the name of the Club; shall maintain books and records at all times open to inspection of the Board; and shall report to the Board, as requested, regarding the

condition of the Club's finances. At the Annual Meeting the Treasurer shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board shall determine.

SECTION 2. Board of Directors. The Board of Directors shall be comprised of twenty-one (21) persons all of whom shall have been members in good standing for at least three (3) years prior to their election. The Directors shall serve for staggered terms of three (3) years each so that one-third of the Board of Directors will stand for election at each Annual Meeting after the meeting in which the transition to a staggered Board is adopted. To accomplish the transition to a staggered Board, a slate of members shall be nominated for election as Directors at the Annual Meeting in the year 1992 and such slate shall be classified into three (3) groups each containing seven (7) persons who will serve, if elected, for terms of 1, 2 and 3 years respectively. At least one (1) person resident in each time zone of the continental United States shall be nominated for the office of Director in at least one of the three groups, so that each of the time zones may be represented on the Board of Directors. All such Directors shall serve for the term to which they were elected and thereafter until their successors are duly elected and qualified.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the officers during the year may be filled, until the next annual election, by a majority vote of all the then members of the Board. Any vacancies filled pursuant to this section shall comply with the geographic distribution requirements set forth in Section 2 above.

SECTION 4. Powers of the Board. The control and general management of the Club shall be vested in the Board of Directors who shall have full power to conduct the business of the Club, to deal with the Club property, to determine Club policies and to otherwise manage the affairs of the Club with the objective of furthering the purposes and goals set forth in the Club's Constitution. At the meeting of the Board held immediately following the Annual Meeting of the members, the Board will elect the President, the Vice-president(s), the Secretary, the Treasurer and the Delegate to The American Kennel Club and will appoint the Nominating Committee for the ensuing year. In addition to the matters specifically reserved to the members for determination at Club meetings by these by-laws, the Board of Directors may refer to the members for discussion and/or vote or ratification of other matters which the Board in its discretion determines should properly be put before the members.

SECTION 5. Designation of Additional Administrative Officers and Committees. The Board may each year create offices and positions of administrative responsibility within the Club and may designate persons to fill those positions for the purpose of assisting the Club's Directors and officers in carrying out their responsibilities. In addition, the Board may appoint Standing Committees to advance the work of the Club in such matters as performance events, conformation events, and other activities of interest and concern to the Club. The duties and responsibilities of such appointed officers, administrative personnel and committees shall be determined by the Board of Directors and the conduct of persons appointed to such positions shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to assist on particular projects. Any appointment made pursuant to this section may be terminated by a majority vote of the Board upon prior written notice to the appointee and the Board may appoint a successor to any persons whose service has been so terminated.

SECTION 6. Delegate to the AKC. The Delegate of the Club to The American Kennel Club shall be elected by vote of the Board of Directors annually for a term of one (1) year and thereafter until a successor has been elected. Such Delegate shall take direction from the Board of Directors and shall represent the interests of the Club at meetings of Delegate of The American Kennel Club.

ARTICLE IV Club Year, Nominations and Elections

SECTION 1. Club Year. The Club fiscal year shall be the calendar year. Officers and Directors elected in connection with the Annual Meeting prior to the end of a calendar year shall take office on January 1 of the year following their election. Each retiring officer shall turn over to his/her successor in office all properties and records relating to that office as soon as possible so that the newly elected officer may be fully prepared to perform his/her duties effective January 1.

SECTION 2. Nominations. Only persons who have been members of the Club for at least three (3) years shall be eligible for nomination and election to the office of Director. No otherwise eligible person may be a candidate for the office of Director who has not been nominated by the Nominating Committee or by petition as herein provided.

SECTION 3. Nominating Committee. A Nominating Committee shall be appointed each year by the Board of Directors at the meeting immediately following the Annual Meeting of members. The committee shall consist of not less than five or more than seven persons who have demonstrated their commitment to the purposes and goals of the Club and who have substantial experience with the activities of the Club. Such committee should be appointed with due regard to geographic representation: however, no particular geographic distribution is required. For the years beginning after 1992, two members of the committee shall be members of the Board of Directors whose terms of office do not expire in the current year. One (1) of said Directors shall serve as chairman. The Nominating Committee may conduct its business by telephone and by mail, as well as in person.

(a) The Nominating Committee shall nominate from among the eligible members of the Club, one (1) candidate for each position on the Board of Directors for which the term will expire at the end of the then current year and shall procure the acceptance of each nominee so chosen. The committee shall make nominations that ensure compliance with the requirements for geographical representation on the Board as set forth in the provisions of Article III, Section 2. The committee shall submit no later than June 15 its slate of candidates to the Secretary who shall mail the list, including the full name of each candidate and the name of the state of residence, to each member of the Club on or before July 1, so that additional nominations may be made by the members if they so desire.

(b) Additional nominations of eligible Club members for positions on the Board of Directors may be made by written petition addressed to the Secretary and received on or before September 1, signed by 100 members or 10% of the membership, whichever is greater and accompanied by the written acceptance of each such additional nominee signifying willingness to be a candidate. Nominations by petition shall comply with the requirements for geographical representation on the Board as set forth in the provisions of Article III, Section 2.

(c) Nominations cannot be made from the floor at the Annual Meeting or in any manner other than as provided above.

(d) If no valid nominations by written petition are received by the Secretary on or before September 1, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting, and no balloting will be required.

(e) If one (1) or more valid additional nominations are received by the Secretary on or before September 1, the Secretary shall, at least 30 days before the Annual Meeting, 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 Secretary and 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 his ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Secretary. The Secretary shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelope and removing the blank envelope and shall certify the eligibility of the voter. After the vote has been tabulated, the Secretary shall announce the results of the voting at the Annual Meeting.

SECTION 4. Tabulating the Vote. To be valid ballots must be received by the Secretary, or independent professional firm designated by the Board, at least three business days prior to the meeting. Ballots shall be counted prior to the meeting by three inspectors of election who are Club members in good standing appointed by the Board. Such inspectors shall be neither members of the current Board nor candidates on the ballots to be counted. In any year the Board may by vote designate an independent professional firm to send, receive and count the ballots in time for a report of the results at the Annual Meeting.

The person whose residence complies with the requirements for geographical representation set forth in Article III, Section 2, and who receives the largest number of votes for each position on the Board of Directors shall be declared elected. If any nominee, at the time of the meeting, is unable for any reason to serve, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 3.

ARTICLE V Discipline

SECTION 1. American Kennel Club Suspension. Any member who is suspended from the privileges of The American Kennel Club shall be automatically 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 \$10 which shall be forfeited if such charges are not sustained by the Board or a committee appointed to hear the matter in accordance with Article III, Section 5. 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 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 eight weeks thereafter. The Secretary shall promptly send one (1) 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 and may bring witnesses.

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 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 also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before fellow members at the ensuing Annual 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 and addressing the meeting provided that 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. The meeting 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 VI Standards for Use of the Title "CH"

SECTION 1. Restriction. No member of the Club shall use the title "CH" in front of the name of a registered Labrador Retriever dog until said dog, having won a conformation championship, shall also receive a working certificate or the equivalent as defined in this Article.

SECTION 2. Requirements. The minimum working certificate requirements shall be designed to establish that the dog is not gun-shy: accordingly, the dog will be expected to retrieve a shot game bird at a distance of 50 yards or greater on land; further, the dog will be expected to retrieve two ducks from swimming water 1 in immediate succession to establish the dog's willingness to reenter water. Shackled birds shall not be used for a working certificate test. Only shot birds shall be used on land, and only shot birds or freshly killed birds shall be utilized on the water. Steadiness is not required so a dog may be held on line, however the dog may not be released for the retrieve until the bird has fallen. Any reasonable command and gesture may be used to direct the dog to retrieve and return. Nothing may be thrown, and no coercion may be used to encourage completion of a retrieve once the dog has been initially released to retrieve.

SECTION 3. Qualification. Any dog that has satisfactorily completed both a land and water series in a field trial licensed by The American Kennel Club, or has received a placement or judge's award of merit in a field trial sanctioned by The American Kennel Club, has successfully completed an AKC Junior Hunter Title, or has achieved at least one (1) leg on a Senior or Master Hunter Title shall be deemed to have satisfied the working certificate requirements. In addition, a working certificate requirement may be satisfied by establishing to the satisfaction of any current member of the Club's Board of Directors that the dog in question has performed in accordance with the minimum requirements set forth above.

ARTICLE VII Amendments

SECTION 1. Proposals and voting. Amendments to the Constitution and by-laws 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 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 recommendations of the Board for a vote at the next meeting of members following the date when the petition was received by the Secretary.

SECTION 2. Balloting by mail. The Constitution and by-laws and the Standard for the breed may be amended at any time without a meeting of members provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which such member may indicate a choice for-or-against the action to be taken. Notice with such ballot 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 of the members voting within the time limit shall be required to affect any such amendment.

SECTION 3. Approval. No amendment to the Constitution and by-laws or to 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. Distribution of assets. The Club may be dissolved at any time by the written consent of not less than 75% 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 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.