

CONSTITUTION OF THE LÖWCHEN CLUB OF AMERICA

ARTICLE I. Name and Objectives

Section 1. The name of the Club shall be the Löwchen Club of America, Inc.

Section 2. The objectives of the Club shall be:

(a) to encourage and promote quality in the breeding of pure-bred Löwchen and to do all possible to bring the natural qualities of the breed to perfection;

(b) to promote, fund and facilitate interests pertaining to health issues affecting the Löwchen, including genetic research and testing, and the education of members and the general public;

(c) to fund and facilitate a comprehensive rescue system within the Club to benefit Löwchen in need throughout the United States;

(d) to encourage the organization of independent local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club;

(e) to promote the standard of the breed as approved by the Club and the American Kennel Club as the only standard of excellence by which the Löwchen shall be judged in the United States;

(f) to protect and advance the interests of the breed and encourage sportsmanlike behavior at conformation and companion events and wherever Club members congregate;

(g) to conduct matches and specialty conformation and companion events under the rules and regulations of the American Kennel Club.

Section 3. 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.

Section 4. The members of the Club shall adopt and may revise such By-Laws as may be required to carry out these objectives.

BY-LAWS

ARTICLE I. Membership

Section 1. Eligibility. There shall be four types of membership:

(a) Full Membership shall include all rights and privileges and shall be open to United States residents who are 18 years or older and who own or co-own a Löwchen.

(b) Associate Membership shall include all rights and privileges, except the right to vote or hold office, and shall be open to United States residents who are 18 years or older.

(c) Foreign Membership shall include all rights and privileges, except the right to vote or hold office, and shall be open to persons 18 years or older who reside outside the boundaries of the United States.

(d) Junior Membership shall include all rights and privileges, except the right to vote or hold office, and shall be open to persons 10 years of age to 18 years of age.

All applicants must be in good standing with the American Kennel Club (foreign applicants must be in good standing with their governing kennel club) and subscribe to the Objectives of the Löwchen Club of America, Inc., and to the

welfare of the Löwchen.

Section 2. Dues. Membership dues shall be determined and set by a vote of the membership. Dues shall be payable on or before the first day of January of each year. No member may vote whose dues are not paid by January 1 of the current year. During the month of November, the Treasurer shall send to each member a statement of his dues for the ensuing year.

Section 3. Election to Membership. Each applicant for membership shall apply to the Membership Chairperson, on a form approved by the Board of Directors, which shall provide that the applicant agrees to abide by these Constitution and By-Laws, Code of Ethics and the rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant. A Full Membership application shall carry the endorsement of two sponsors who have been members in good standing for at least two years in the Löwchen Club of America, Inc. Accompanying the application, the prospective member shall submit dues payment for the current year and a letter of recommendation from each sponsor. Application made after October 1 of each year shall entitle the applicant to full membership for the remainder of said year and the following year, pending acceptance of the application.

Application information shall be published in the *Headlions*, and members of the Löwchen Club of America, Inc. will be given 30 days to comment on the applicant via letters to the Recording Secretary. If a negative letter is received, it is passed on to the Board as well as to the applicant and a further 30 days is provided for response by the applicant. If no negative letters are received within the 30 days, then the applicant's name is submitted to the Board for approval.

Applicants shall be elected by secret ballot at any meeting of the Board of Directors or by secret vote of the Directors by mail. Affirmative votes of two-thirds of the Directors present at a meeting of the Board or of two-thirds 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 to the membership by one of the applicant's sponsors at the next annual meeting of the Club. The Club may, by secret ballot and a favorable vote of 75% of the members present, overturn the vote of the Board. If the application is not presented to the general membership, the negative vote of the Board stands and the applicant has no recourse.

The applicant for whom a negative vote has been given may reapply for membership after six months.

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 60 days after the first day of the fiscal year. 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 By-Laws.

ARTICLE II. Meetings

Section 1. Annual Meeting. The annual meeting of the Club shall be held in conjunction with the Club's National Specialty Show at a place, date and hour designated by the Board of Directors. Written notice of the annual meeting shall be mailed by the Recording Secretary to each member and shall be included in the Premium and Acknowledgement for the National Specialty and posted in the issue of the *Headlions* preceding the Specialty. The quorum for the annual meeting shall be 15% of the members in good standing.

Section 2. Special Club Meeting. A Special Club meeting 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 or email, and shall be called by the Recording 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 by the Recording 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 15% of the members in good standing.

Section 3. Board Meetings. The annual Meeting of the Board shall be held prior to the Annual General Meeting at a National Specialty. 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 such meeting shall be mailed, emailed and posted in the premium and acknowledgements of the Specialty by the Recording 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 voting in person, by mail, email, fax, telephone conference call or telecommunications.

Section 4. Board Business. The Board of Directors may conduct business by telephone conference call, mail, fax or email provided it does not conflict with any other provision of these By-Laws. Items voted on by telephone conference call, mail, fax or email must be confirmed by the secretary in writing within seven days. A "meeting" is defined as a gathering 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.

In order for business to be conducted by email the following precautions must be in place:

- (a) every Board member must have access to or be provided with the means to participate;
- (b) a procedure must be in place to verify the identity of the individuals participating to ensure that they are eligible Board members;
- (c) a mechanism must be in place to verify that the eligible Board members are "listening";
- (d) all Board members must agree to participate in this manner.

ARTICLE III. Officers and Directors

Section 1. Board of Directors. The Board of Directors shall include the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and six other persons, geographically distributed as follows:

- (a) Eastern Director: to include all states within the Eastern time zone;
- (b) Central Director: to include all states within the Central time zone;
- (c) Mountain Director: to include all states within the Mountain time zone;
- (d) Western Director: to include all states within the Pacific time zone, also including Alaska and Hawaii;
- (e) At Large: two additional persons, one of whom may be the past president, both being full voting Board members.

All Officers and Directors shall be members of two years or more in good standing. They shall be elected for a term of two years. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Officers. The Club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer, shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- (a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these By-Laws.
- (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 Club and of the Board and of all the votes taken by mail, and of all matters of which a record shall be ordered by the Club. He shall have charge of intra-club 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 members of the Club with their addresses, and carry out such other duties as prescribed in these By-Laws.

(d) The Corresponding Secretary shall reply to all correspondence received in response to Club advertising and publicity and to all inter-club correspondence.

(e) The Treasurer shall collect and receive all moneys due or belonging to the Club. He shall deposit the same in a bank approved by the Board, in the name of the Club. The Treasurer's books shall at all times be open to inspection by the Board and he shall report at every meeting the condition of the Club's finances and every item of receipt or payment not before reported. 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 an amount as the Board of Directors shall determine.

(f) The AKC Delegate shall be elected by the general membership and serve a term of two years.

Section 3. Vacancies. Vacancies occurring on the Board or among the officers during a term shall be filled until the next election by a majority vote of the members of the Board. 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.

ARTICLE IV. The Club Year, Voting, Nominations, Elections

Section 1. Club Year. The Club's fiscal and official year shall begin on the 1st day of January and end on the 31st day of December. The elected Officers and Directors shall take office on the first day of January following the election and each retiring officer shall turn over to his successor all properties and records relating to that office by the first day of January.

Section 2. Voting. At an Annual Meeting or a special meeting of the Club, voting shall be limited to those members in good standing present at the meeting. The bi-annual election of Officers and Directors, amendments to the Constitution and By-Laws and the Standard for the breed shall be decided by written ballot of the full membership and cast by mail. Voting by proxy shall not be permitted. The Board of Directors may submit other specific issues for decision to the general membership by written ballot cast by mail.

Section 3. Election. Election of Officers and Directors shall be conducted by secret ballot. To be valid, ballots must be received by the Recording Secretary, or an independent professional firm designated by the Board, by November 15th. Ballots shall be counted by three inspectors of election who are members in good standing and neither members of the current Board nor candidates on the ballot and who shall be chosen in advance by the Board.

The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the annual 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 a manner provided by Article III, Section 3.

Section 4. Nominations and Ballots. No person may be a candidate in a Club election who is not a resident of the United States and a member in good standing for two full years immediately prior to election, in accordance with these By-Laws. A Nominating Committee shall be chosen by the Board of Directors prior to June 15th of an election year. The Committee shall consist of three active voting members and two non-voting alternates from different areas of the U.S.A. Members of the Committee shall be Full Members in good standing for at least two full years prior to being selected as members of the Nominating Committee. No more than one member of the current Board of Directors may serve on the Nominating Committee. The Board shall name a Chairperson for the Committee. The Nominating Committee may conduct its business by mail, telephone or email. The Nominating committee may conduct its business by email under the same policy applicable to the Board members.

(a) The Nominating Committee shall nominate, from among the eligible members of the Club, one candidate for each office on the Board of Directors and shall procure the acceptance of each nominee so chosen.

The Committee shall consider geographical representation of the membership on the Board to the extent that it is practical to do so. The Committee shall submit the proposed slate of candidates to the Recording Secretary who shall mail the proposed slate, including the full name of each candidate and the State in which each nominee resides, to the general membership on or before August 15th.

(b) Additional nominations of eligible members may be made by written petition addressed to the Recording Secretary and received at his regular address on or before September 30th, signed by five members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one position.

(c) If no valid additional nominations are received by the Recording Secretary on or before September 30th, the Nominating Committee's slate shall be declared elected and no balloting shall be required.

(d) If one or more valid nominations are received by the Recording Secretary on or before September 30th, he or an independent professional firm designated by the Board shall, on or before October 15th, mail to the general membership 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 marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each member, after marking his ballot, shall seal it in the blank envelope addressed to the Recording Secretary or designated professional firm. The inspectors of the election or designated professional firm shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting. The results of the vote shall be posted in the next issue of the *Headlions* Newsletter.

(e) Nominations shall not be made at the Annual Meeting or in any manner other than prescribed herein.

ARTICLE V. Committees

Section 1. The Board shall appoint Standing Committees to advance the welfare of the breed and the Club. Possible committees may include Conformation Events, Companion Events, Annual Awards, Membership, National Specialties, Breeder Referral, Health, and Website. Such Committees shall be subject to the final authority of the Board. Special Committees may be appointed by the Board to aid on particular projects.

Section 2. Any committee appointment may be terminated by a majority vote of the Board upon written notice to the appointees. The Board may appoint successors to fill committee vacancies.

ARTICLE VI. Discipline

Section 1. American Kennel Club Suspension. Any member who, after due process, is suspended from privileges with the American Kennel Club shall automatically be suspended from privileges with this Club for the term of the AKC suspension. All membership privileges are returned at the end of suspension provided any dues incurred are paid in full.

Section 2. Charges. A member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Breed or the Club. Written charges with specifications shall be filed in duplicate with the Recording Secretary, accompanied by a deposit of \$50.00, which shall be forfeited if charges are not sustained by the Board or an appointed Committee following a hearing.

The Recording Secretary shall forward a copy of the charges to each member of the Board or present them at a Board Meeting. The Board shall consider whether the actions alleged in the charges, if proven, constitute conduct prejudicial to the best interests of the Breed or the Club. If the Board believes the charges do not constitute conduct prejudicial to

the best interests of the Breed or Club, it may decline to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board or an appointed Committee of not less than three members of the Board, not less than three weeks nor more than six weeks thereafter. The Recording Secretary shall forward one copy of the charges to the accused member by certified mail with notice of the hearing. The defendant shall be instructed that they may personally appear in their own defense and present such witnesses as benefit their defense.

Section 3. Board Hearing. The defendant and complainant may be represented by counsel. In the event charges are sustained after all the evidence and testimony presented by complainant and defendant have been heard, the Board or appointed Committee shall by majority vote suspend or reprimand the defendant from all privileges of the Club for a period of not more than six months from the date of the hearing, or until the next annual meeting if that will occur after six months. If the punishment is deemed insufficient, expulsion may be recommended to the general membership. The recommendation of suspension or reprimand shall not restrict the defendant's right to appear before his fellow members at the ensuing general meeting which would consider the recommendation of the Board or appointed Committee. Immediately following the Board or appointed Committee decision, the findings shall be transcribed and filed with the Recording Secretary. The Recording Secretary shall then notify each of the parties of the decision and penalty, if any.

The Board shall conduct an investigation and hearing within 60 days of receipt of charges. Under no circumstances shall the hearing process and subsequent recommendation to the general membership be extended beyond six months or the next annual meeting.

After a decision has been reached, unless expulsion is recommended by the Board, all records shall forthwith be permanently sealed.

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 recommendation of the Board or appointed Committee as provided in Section 3 of this Article. The defendant shall have the right to appear in his own behalf though no evidence shall be taken at this meeting. The President shall read the charges, findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The voting 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 mandated, the suspension shall stand.

Once a vote is taken by the membership in regards to expulsion all the records will be forthwith sealed.

ARTICLE VII. Amendments

Section 1. Amendments to the Constitution and By-Laws and Standard for the Breed may be proposed by the Board of Directors or delivered by written petition addressed to the Recording Secretary and signed by 20% of the membership in good standing. Amendments proposed by such petition shall be considered by the Board of Directors and submitted to the general membership, with recommendations from the Board, by the Recording Secretary for a vote within 60 days of the date when the petition was received by the Recording Secretary.

Section 2. The Constitution and By-Laws and the Standard for the Breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Recording Secretary to each Full Member in good standing on the date of the mailing, accompanied by a ballot on which the Member may indicate his choice for or against the action to be taken. Dual envelope procedures described in Article IV, Section 4 (d) shall be followed in handling ballots, to assure secrecy of the vote. Notice shall accompany the ballot specifying a date not less than 30 days after the date of mailing by which date the ballots must be returned to the Recording Secretary to be counted. The favorable vote of two-thirds of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

Section 3. All revisions of the Constitution, By-Laws and breed standard require AKC approval before submission to the general membership for ratification.

ARTICLE VIII. Dissolution. The Club may be dissolved at any time by the written consent of not less than two-

thirds of the members in good standing. In the event of the dissolution of the Club, other than for the purpose of reorganization, whether voluntary or involuntary or by operation of law, none of the property proceeds or assets of the Club shall be distributed to any members of the Club. After payment of the debts of the Club, its property and assets shall be donated to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX. Order of Business

Section 1. At all 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 the President

Report of the Recording Secretary

Report of the Corresponding Secretary

Report of the Treasurer

Reports of Committees

Election of new members

Unfinished business

New business

Adjournment

Section 2. At all meetings of the Board, the order of business, unless otherwise directed by the majority vote of those present, shall be as follows:

Reading of minutes of last meeting

Report of Recording Secretary

Report of Corresponding Secretary

Report of Treasurer

Reports of Committees

Unfinished business

Election of new members

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 By-Laws and any other special rules of order the Club may adopt.

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