

BYLAWS of the Lacy Dog Breeders Association

Preamble:

The purpose of the Lacy Dog Breeders Association (LDBA) is to operate to preserve and protect the Lacy breed, to educate the public about them, to support the LDBR as the official registry of the breed and adopt their standards.

ARTICLE I: NAME, PROFIT STATUS AND BUDGET

SECTION 1. NAME

- a. The name of this association is the "Lacy Dog Breeders Association."
- b. The proper abbreviation of this name is "LDBA."

SECTION 2. PROFIT STATUS AND BUDGET

- a. The Lacy Dog Breeders Association is and will be conducted as a not-for-profit organization in the United States of America.
- b. The LDBA will not operate to make a profit. None of the net earnings of LDBA will be used to benefit, or be distributed to, its members, officers, board, or other private persons. However, the LDBA may pay reasonable compensation for services provided by these persons. It may also make payments and distributions to further its purposes.
- c. The LDBA Treasurer is responsible for a budget plan to be approved by the Board. This budget will categorize and include all projected income and expenses for LDBA for a minimum of one year from the date of submission. The Treasurer is directed to pay all budgeted expenses as approved by the Board. No expenses will be incurred unless full justification is submitted to and formally approved by the Board.
- d. The fiscal year of LDBA begins on January 1 and ends on December 31 of the calendar year.

ARTICLE II: OBJECTIVES

SECTION 1. PURPOSE

The LDBA

- a. Develops and presents educational programs for our membership, and the public about Lacy dogs, their structure and temperament, and their contributions to society.
- b. Promotes preserving the Lacy dog breed and develops activities to support the objectives listed in this document.
- c. Promotes communication and cooperation on programs of common interest among its members.
- d. Develops educational programs and other appropriate vehicles to promote and support breeding Lacy dogs with correct structure and working character.

ARTICLE III: MEMBERSHIP

SECTION 1. MEMBERSHIP

Family Membership: Covers a spouse and children under the age of 18 living in the household, who have completed the appropriate application and paid the prescribed fees as established by the Board. A Full Member shall have all the rights and privileges provided under the Bylaws, rules, regulations, procedures and policies of the Club including, but not limited to cast one (1) vote on any subject at any meeting, cast one (1) vote in any election or referendum, stand for election as a Director in accordance with these Bylaws.

SECTION 2. RULES FOR CLUB MEMBERSHIPS

- a. The board will approve a yearly membership packet and all contents, as well as determine and adjust dues and other assessments as necessary, by majority vote. Dues notices are to be sent to members the first week of January and are due back no later than March 1st if member intends to vote in the calendar year's elections.

- b. Nominations for upcoming elections will be held in the previous year during the month of December.
- c. Membership drive will be scheduled in January each year with new members receiving packets.
- d. Elections will be held in March, paper ballots with prepaid envelopes will be mailed to each member in their membership packets, only 1 vote per membership. All ballots must be returned by the deadline of April 10th.
- e. Any memberships granted after March 1st of that year will not receive a ballot.
- f. Non-payment of dues may result in not being eligible to vote in that year's elections or run for office.
- g. Any member may resign from the association at any time. Resignations must be submitted in writing to the secretary (email or letter). All dues are non-refundable.

SECTION 3. DISCIPLINE

- a. Any individual member in good standing, the Board may submit a charge in writing to the Secretary. Charges must be filed within three months of the alleged violation. Charges may be brought against individuals.
- b. Except for the President or Secretary who may submit charges on behalf of LDBA, anyone bringing a charge must pay a \$100 filing fee to LDBA. If the charge is upheld, the fee is returned.
- c. Charges may include unethical conduct, illegal behavior relating to association activities, or failure to uphold the requirements of LDBA.
- d. The Secretary sends one (1) copy of the charges to the Board of Directors and the individual member by certified mail not more than thirty (30) days after receipt.
- e. The Board of directors upon review has at least 30 days to submit written information related to the charge. After reviewing all relevant information, the Board of Directors, by majority vote, sustains or rejects the charges and reports its findings to the Secretary, with a suggested sanction. Suggested sanctions may include suspension from LDBA activities, expulsion from LDBA, or other appropriate sanctions.
- f. The Board must submit its report to the Secretary within three months of receiving the charge.
- g. When the Secretary receives a final report from the Board, the Secretary informs the President.
- h. The President schedules a meeting to review the charges with the officers. The meeting may be by phone. The officers may decide to impose the sanction suggested by the Board, or it may impose a lesser sanction. It may not impose a greater sanction. All sanctions must be observed by future Board and Officers.
- i. If the proposed sanction is expulsion and the meeting is by phone, the Secretary sends a ballot to all officers. Voting must be by mail or electronically. Votes must be received by the Secretary within 21 days after the Secretary mails the ballot. In the event of a tie, the seniority rules.
- j. An officer may not hear cases in which the officer is the subject, or where the subject belongs to the officers or immediate family or resides in the same household. No replacement is selected due to the number of existing officers being an odd number.
- k. Any officer, in writing, may ask to be excused from hearing a specific case within reason.
- l. If charges are sustained against any member of the Board or officers the recommendation for discipline must include this member's removal from the Board or Office.
- m. If the charges fail to be heard by the Officers within the time frame specified as provided in these bylaws, all money deposited with LDBA by the member filing charges will be refunded and a full report will be made to the Board of Directors.

ARTICLE IV: BOARDS OF DIRECTORS AND GOVERNANCE

There will be three (3) Boards of Directors which govern the affairs of the Lacy Dog Breeders Association.

SECTION 1. BOARD OF DIRECTORS

a. Definition

The Board of Directors consists of elected members in good standing who have a minimum of 3 years active continuous membership in the LDBA.

b. Duties

The duty of the Board of Directors is to conduct the affairs of the Lacy Dog Breeders Association. The board appoints the event committee members of LDBA. Any additional duties may be as appointed by the officers.

c. Terms & Eligibility of Directors

The Directors shall be elected by the active members (minimum 3 year consecutive membership) of the Association for a term of three years or until their successors are duly elected and qualified. Directors shall be elected 1 per year assuring continuity of membership over time. No Director shall serve two consecutive terms, he/she shall not be eligible for re-election as a Director or officer until at least two years after the expiration of the previous term. Directors shall be nominated by the membership (minimum 3 year consecutive membership) and nominations shall be approved by sitting board members & officers before an official vote. Unless there are no qualified nominations then board and officers nominate a lesser qualified individual.

d. Vacancies

If one of the board positions are vacated for any reason, or if the incumbent becomes incapacitated and cannot or is unwilling to perform the duties of office, the President will then appoint an interim officer to fill the vacancy. The interim officer cannot vote unless confirmed by a majority vote of the General Board and officers. In the event of a tie the longest tenured sitting board member/officer would cast the tie breaking vote. For the purposes of these bylaws incapacitation means illness or death.

d. Meetings

Meeting of Directors shall be held annually in conjunction with the annual membership meeting. At such meeting the Directors shall receive reports of officers and transact such other business as may come before them. A majority of the Directors shall constitute a quorum, and the vote of a majority of those present in person shall constitute a binding act of the Association. Written notice of any special meeting of Directors shall be given as follows: 1. By mail, to each Director at his most recent address reflected in the membership records, at least fifteen (15) days prior to the meeting or by private electronic means as long as the meeting notice is acknowledge by the recipient. Notice of the Annual Meeting shall be given by the Secretary to all the Directors at least 30 days prior to the meeting. Special meetings of the Board of Directors to be held may be called by the President and in his/her absence by the Vice-President, or by any three (3) members of the Board.

e. Quorum

A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

g. Participation by Electronic Means

Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. Notice or waiver of notice in the case of such participation shall be the same as if the member participated in person, except that, in addition, the secretary shall coordinate the conference call and shall call the most recent telephone number of a Director furnished by the director for that purpose or shown in the membership records at approximately the time stated in the notice and the meeting shall not begin until reasonable efforts have been made to connect all members as stated in this Section. Additionally, each member of the Board of Directors may verbally waive notice, after all members are connected in the telephone

conference, or if not connected, by written waiver mailed to the Executive Secretary either before, during or after the meeting.

h. Voting at meetings

Each Director shall have one vote on every issue which comes before the Board. No person may cast more than one vote on any given item of business. In other words, there is no proxy voting, and no individual can simultaneously represent more than one voting entity. All actions of the Board will be recorded in minutes that will be posted on the LDBA website. There will be no abstaining from voting by officers or board members.

ARTICLE V: OFFICERS OF THE ASSOCIATION

SECTION 1. OFFICERS

The Officers of the LDBA handle the official affairs of the association.

The Officers of the association are:

- a. President
- b. Vice President
- c. Treasurer
- d. Secretary

SECTION 2. TERMS OF OFFICE

All elected Officers serve terms of office not to exceed two (2) years. Officers may run for re-election after a 2 year hiatus.

SECTION 3. DUTIES OF OFFICERS

a. President

The President shall be the chief executive officer of the Association. He/she shall preside at all meetings of the directors and all meetings of the members pertaining to the business affairs of the Association and shall see that all orders and resolutions of the Board are carried into effect.

b. Vice President

The Vice Presidents (in order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall be required to perform all duties of the President in the absence of the President or in the event of his death, inability or refusal to act, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-Presidents shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

c. Secretary

The Secretary conducts the correspondence of the association, prepares and distributes minutes of all meetings. The Secretary insures that only persons authorized to vote are allowed to vote and will perform other duties as prescribed by the Board. The Secretary informs the General Board when elections are due. The Secretary presides at meetings if the President and Vice President are absent.

d. Treasurer

The Treasurer proposes an annual budget and reports on the financial condition and activities of the LDBA to the Boards of Directors. Treasurer shall have the custody of the Association funds, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies in the name and to the credit of the Association, in such depositories as may be approved by the Board of Directors. All banking accounts shall have two (2) signatures on file (being the Treasurer and the President.)

Section 1 - He/she shall disburse the funds of the Association as may be authorized by the

Board, taking proper vouchers for such disbursements and shall render to the President and directors, at the regular meetings of the Board, or whenever, they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Association. If the President is related, to or the spouse of the Treasurer, the Vice president will be the 2nd signor.

SECTION 4. OFFICER DUTIES

a. Officers will perform the duties prescribed by these constitution and bylaws adopted by LDBA.

SECTION 5. NOMINATION AND ELECTION OF OFFICERS

a. Nominations

Candidates for officer positions may be solicited and nominated: By the current members in good standing who have no less than 3 consecutive years of LDBA membership. All nominees must formally accept the nomination in writing or through electronic communication. Acceptance must be submitted to the sitting Secretary within 2 weeks of the nomination. A member in good standing may only nominate one person for each upcoming position they can nominate themselves.

b. Eligibility

Any member in good standing for a minimum of 3 consecutive years in the LDBA is eligible to be nominated by the current membership to serve as an officer, Director, or event committee member provided that they are formally endorsed by the sitting board for nomination.

c. Election of Officers

(i) The current members in good standing (no less than 3 consecutive years of membership) elects the President and Secretary on odd years, Vice President and Treasurer on even years, and one At-large Board of Director every year.

(ii) If only one nomination for a position is received and the nomination is approved by the board, then the board reserves the right to nominate another member for that seat.

(iii) If multiple nominees are obtained, the voting will be by paper ballot only. Ballots will be mailed by the secretary in yearly membership packets. Any ballots postmarked after the March 10th will not be considered.

(iii) Ballot envelopes will be returned to the registry address, number of returned ballots will be counted for submission, forwarded to board members for counting.

(iv) Whomever receives the majority vote of the ballots is the elected. In the event of a tie the nominee who has been a member of the LDBA the longest consecutive time will be the elected.

(v) Newly elected Officers, members of the Executive Board, and standing committees will be seated on June 1st of that calendar year.

(vi) No person may hold consecutive terms in office. After a two year hiatus a person is once again eligible to run for office.

SECTION 6. VACANCIES

If one of the board positions are vacated for any reason, or if the incumbent becomes incapacitated and cannot or is unwilling to perform the duties of office, the President will then appoint an interim officer to fill the vacancy. The interim officer cannot vote unless confirmed by a majority vote of the General Board and officers. In the event of a tie the longest tenured sitting board member/officer would cast the tie breaking vote. For the purposes of these bylaws incapacitation means illness or death.

ARTICLE VI: APPOINTED POSITIONS

SECTION 1. APPOINTED COMMITTEES (Event Committees)

a. Events Committee

The Events Committee members will be appointed as needed for specific events. They will be expected to organize and coordinate vendors, gather auction donations, & communicate event specifics.

Committees will have a 90 day duration, a timeline due to board and officers 45 days before the event and 2 weeks to resubmit if any changes are needed.

b. Membership Director

This shall be an appointed member or a volunteer in good standing willing to oversee the collection of yearly membership dues. This assignment shall have no voting rights, in order to run for office the membership director will have to resign this position.

ARTICLE VIII: AMENDMENTS

- a. Any member of the General Board may propose an amendment to this document by submitting it, in writing, to the Secretary. The member must explain the rationale for the proposed change
- b. The Secretary submits the proposed amendment to the General Board by mail or electronically.
- c. The Secretary schedules a vote; all members of the General Board must have at least 30 days to consider the amendment before the scheduled vote.
- d. Amendments may be voted on at the annual General Board meeting, by mail or electronically.
- e. Amendments require a majority vote of the General Board to be adopted.

ARTICLE X: DISSOLUTION

- a. The President or Secretary may propose to dissolve the association.
- b. The Secretary will send the proposal to all member of the Board in writing or electronically.
- c. All members of the General Board must vote, in writing or electronically, on the proposal. If the Secretary does not receive a written response from a member of the General Board within 30 days, the Secretary records the response as affirmative.
- d. Proposals to dissolve require a unanimous written vote of the General Board to be adopted.
- e. If the proposal to dissolve is adopted, all assets of the association must be liquidated and distributed proportionally to the full membership, based on the dues paid by each member.

Amended by vote of the General Board of the Lacy Dog Breeders Association on September 14th, 2019.

A handwritten signature in black ink, appearing to read "Brad Benson", with a long horizontal flourish extending to the right.