CONSTITUTION

Article I
Name and Objectives

SECTION 1. The official name of the club is Puerto Rico Labrador Retriever Club, Inc.

SECTION 2. The primary goal of the Club is:

(a) to encourage and promote quality in the breeding of purebred Labrador Retrievers and to do all possible to bring their natural qualities to perfection;

(b) to urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which Labrador Retrievers shall be judged;

(c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at
- dog shows
- obedience trials
- field trials
- hunting tests

(d) to conduct sanctioned matches
- dog shows
- obedience trials
- hunting tests
- field trials
- and any other AKC event for which the club is eligible 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 from time to time revise such bylaws as maybe required to carry out these objects.

BYLAWS

Article I
Membership

SECTION 1. *Eligibility.* There shall be five (5) types of membership open to all persons eighteen (18) years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its immediate area. There is an additional membership type offered to individuals who are between the ages of 10 and 17 (Junior).

SECTION 2. *Dues.* Membership dues shall be no more than $50.00 per year, payable on or before the 1st day of May of each year. No member may vote whose dues are not paid for the current year. During the month of February the Treasurer shall send to each member a statement of dues for the ensuing year. The Board of Directors by majority vote may change the dues for the coming year prior the February of current year within the range stated above.

SECTION 3. *Types of memberships*.

(a) Regular (Individual): Enjoys all club privileges including the right to vote and hold office. Dues for regular members shall not exceed $50.00 per year.
(b) Household: This kind of membership is entitled to a maximum number of two (2) votes per household (two adult members residing in the same household, each eligible to vote and hold office). Dues for household members shall not exceed $50.00 per year.
(c) Associate: Entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club's area; also offered to individuals who live in the club's area but are not active). Dues for associate members shall not exceed $50.00 per year.
(d) Honorary: An individual who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues and are not eligible to vote, but can maintain regular (or household) membership if they pay dues. This member will be named by the Board of Directors.
(e) Life: For those individuals who have been members for a long period of time (usually 20+ years); Life members pay no dues but are eligible to vote and hold office.
(f) Junior: Offered to individuals who are between the ages of 10 and 17; a non-voting/non-office holding membership which may automatically convert to regular membership at age 18. Junior members pay no dues and are not eligible to vote and hold office.

SECTION 4. *Election to Membership.* Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the constitution and bylaws (copy to be provided with each application) and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the club following its receipt. Prospective members are required to attend at least one general meeting and two other club activities before his or her application is voted upon. At the next club meeting the application will be voted upon and affirmative votes of 2/3 of the members present and voting at that

meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

SECTION 5. *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. Verbal resignations will not be accepted under any circumstance. If this happens, the Secretary of the Club will notify the member in the written form and the member will have a period of thirty days (30) from the day the notification is sent to submit the resignation letter. ***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 90 days after the first day of the fiscal year; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.

(c) *by expulsion.* A membership may be terminated by expulsion as provided in Article VI of these bylaws.

(d) Reinstallation. Any member whose membership has lapsed because of unpaid dues but who has continued to participate in dog shows and any other club activities may be reinstated as a member by re-applying for a membership, requesting reinstatement and paying their dues for the current year.

(e) Re-apply. Members whose membership has lapsed because of unpaid dues and who have not participated in any show shows or other club activities for a period of one year or more shall have to apply for new membership under the Article 1 Section 3 pertaining to membership.

ARTICLE II
Meetings and Voting

SECTION 1. *Club Meetings*. Meetings of the club shall be held every two months in the greater San Juan area and at the hour settled by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least 15 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the members in good standing.

SECTION 2. *Special Club Meetings.* Special club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon receipt of a petition signed by five members of the club who are in good standing. Such special meetings shall be held in the greater San Juan area. The date, place and time of such special meetings will be stipulated by the Board. The Board can also meet whenever necessary, even if it's outside the stipulated dates. Written notice of such a meeting shall be mailed by the Secretary at least five (5) days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing.

SECTION 3. *Board Meetings.* Meetings of the Board of Directors shall be held every two months. Such Board Meetings must be held in the greater San Juan area. The date, place and time will be stipulated by

the Board. Written notice of each such meeting shall be mailed by the Secretary at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. *Special Board Meetings.* Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such Special Board Meetings must be held in the greater San Juan area. The date, place and time of such special meetings will be stipulated by the Board. Written notice of such meeting shall be mailed by the Secretary at least five (5) days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

SECTION 5. *Voting.* Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which he is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III
Directors and Officers

SECCION 1. *Board of Directors.* The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and three (3) other persons, all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. Any member of the Board may not be held for more than two consecutives terms (two years). All the members of the Board have a maximum of two-terms to occupy their position. Later than a one-year term, the past member of the Board can be elected again to occupy any position in the Board for which he had been nominated. ***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 President in addition to those particularly specified in these bylaws. Also will represent the Club in any activity to which the PRLRC is invited.
(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. If the President isn't able to attend some official or extra official activity the Vice President will represent the Club.
(c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the club; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, and carry out such other duties as are prescribed in these bylaws. Also send and receive applications for the Club and keep all the paperwork of the Club. The Secretary must inform the President about any incidences related to the Club and the President must inform the Board of Directors.
(d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the Board, in the name of the PRLRC, Inc.

Must keep a record of everything related with the Club's money. The books shall at all times be open to inspection by the Board. A report of the financial status of the Club must be presented at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys 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 or among the offices during the year shall be filled until the next annual election by a majority vote of the members of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; 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 Vice President shall be filled by the Board.

ARTICLE IV
The Club Year, Annual Meeting, Elections

SECTION 1. *Club Year.* The club's fiscal year shall begin on the first day of May and end on the last day of April. The club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

SECTION 2. *Annual Meeting.* The annual meeting shall be held in the month of April, at which officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and ***each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election***.

SECTION 3. *Elections.* The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for the seven (7) positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4. *Nominations.* No person may be a candidate in a club election who has not been nominated. During the month of January the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before February 1st.

(a) The committee shall nominate one candidate for each office and positions on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
(b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least two (2) weeks before the March meeting, notify each member in writing of the candidates so nominated.
(c) Additional nominations may be made at the March meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a

candidate for more than one position.

(d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Article.

ARTICLE V
Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the club in such matters as 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.

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 services have been terminated.

ARTICLE VI
Discipline

SECTION 1. *American Kennel Club Suspension.* Any member who is suspended from the privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for a like period.

SECTION 2. *Charges.* An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of **$20.00** which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and **the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction.** If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges and the specifications 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 shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall he treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. *Expulsion.* Expulsion of a member from the club may be accomplished only at a meeting of the club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. 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 Board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII
Amendments

SECTION 1. Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20 percent 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 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 and bylaws may be amended by a 2/3 secret vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE VIII
Dissolution

SECTION 1. The club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. 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.

ARTICLE IX
Order of Business

SECTION 1. At meetings of the club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- 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:

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- New business
- Adjournment

ARTICLE X
Parliamentary Authority

SECTION 1. The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.

GLOSSARY

1. Member in good standing: An individual who is not suspended by The American Kennel Club or their Club and whose dues for the year are already paid.
2. Uppermost limits for dues: In order to avoid frequent bylaw amendment, an uppermost limit (i.e. — Dues shall not exceed the money should be included for each type of membership, in addition to when and by whom the dues are set each year.
3. Reprimand: A written warning to a member after charges have been filed in accordance with the bylaws, and it is determined that the member's conduct was not severe enough to warrant a suspension or a recommendation for expulsion.
4. Notices: All club notices must be sent either via the US Postal Service or e-mail in accordance with current AKC policy.
5. Delegate Duties: For AKC member clubs only, the general duties of the Delegate must be listed.
6. Votes on Bylaw Amendments: After amendments are voted upon, the club must provide AKC with the number of members in good standing as well as the date of the vote, and the number who voted for and against. A copy of the revised document must be submitted to AKC as soon as it is printed.