

The Northeast Regional Leonberger Club, Inc.

Bylaws

ARTICLE A: Membership

Section 1. Eligibility is limited to Leonberger Club of America, Inc. members in good standing that meet the full eligibility membership requirements as set forth in Article 1, Section 1, Subsection (a) (i) and (ii) of the Leonberger Club of America, Inc. Bylaws. There shall be two (2) types of memberships:

- a) Single membership for all persons meeting the eligibility requirements set forth above in Article 1, Section 1, shall be entitled to one (1) vote in all club elections.
- b) Family membership open to all persons meeting the eligibility requirements set forth above in Article 1, Section 1, and reside in the same household shall be entitled to one vote each in all club elections.

Section 2. Dues shall be determined by vote of the membership at the annual meeting but shall in no event exceed the annual dues charged by the LCA. Membership years shall run September 1st through August 31st and dues shall be payable in advance. Membership is conditioned on payment of dues. Only members who have paid dues by September 1st shall be entitled to vote at the annual meeting.

ARTICLE B: Meetings

Section 1. The annual meeting of the club shall be held not longer than 18 months and not sooner than 6 months after the date of the last annual meeting. The meeting shall be held concurrent with the annual club specialty at a place, date and time specified by the Board.

Section 2. Written notice shall be mailed to all members at least 21 days prior to the date of the annual specialty and meeting.

Section 3. The quorum for the annual meeting shall be 10% of the membership.

Section 4. Special Club meetings may be called by the president or by petition signed by 10% of the membership. Written notice shall be mailed to all members 21 days prior to the special meeting. The Board shall determine the time and location of the meeting.

Section 5. After the annual meeting the Board shall meet. Other meetings of the Board shall be held as designated by the President. Reasonable notice shall be provided to all Board members of such meetings. At least 5 Board members must be present for a quorum. A board member who refuses to attend a duly called meeting upon reasonable notice may be replaced by vote of the

remaining Board members. Upon replacement of non-complying Board member, the meeting of the Board may proceed.

ARTICLE C: Directors and Officers

Section 1. Board of Directors, The Board shall be comprised of seven (7) members who reside within the geographic region as described in the constitution of the Northeast Regional Leonberger Club, Inc. The term of the board shall expire at the conclusion of the annual meeting. The purpose of the board shall be to set policy for the club consistent with the purpose of the club. All policies must conform to the rules and policies of the LCA. Vacancies shall be filled by vote of the remaining board members. The term of any replacement member shall expire at the conclusion of the next annual meeting.

Section 2. Officers, There shall be four (4) officers, as follows: President, Vice-President, Secretary and Treasurer. The officers shall be elected by the Board from the membership of the Board during the Board meeting after the annual meeting. The President shall be the chief executive officer responsible for administering the policies of the Club and assuring that the annual meeting and specialty occur. The President shall also make an annual report of the Club's activities and finances to the Vice-President of the LCA. The Vice-President shall have the duties and exercise the power of the President in case of the President's absence or incapacity. The Secretary shall take minutes of all Club meetings and shall handle Club correspondence and show meeting notices. The Treasurer shall handle all financial transactions including collection of dues and show entry fees, as well as payment of the annual fee to the LCA treasury. The treasurer shall maintain a separate checking account for Club funds and maintain a ledger of income and expenses. Club funds may not be mingled with personal funds of any person. The Board may inspect Club financial records upon request. Vacancies shall be filled pursuant to Section 1, above.

Section 3. Term Limits, Membership on the Board of Directors shall be limited to three (3) consecutive terms. Term length shall be stipulated in ARTICLE C, Section 1. Upon completion of three (3) consecutive terms a board member must wait a minimum of one (1) term before being eligible to be re-elected or appointed to the board. The office of President of the board of directors shall be limited to two (2) consecutive terms.

Section 4. Ex Officio Board Members, The board may designate a corresponding secretary and a treasurer either from the members of the board or from the general membership. Non board members designated to one of these positions shall be ex officio (non-voting) members of the board. Elected board members designated to either position shall retain full voting rights on the board. Ex officio members are not subject to term limitations but members serving in these positions do so at the pleasure of the board of directors.

ARTICLE D: Voting and Elections

Section 1. Voting and Elections, Members in good standing may vote at club meetings except as specifically provided for in Article D. Ten percent (10%) of the membership shall constitute a quorum. Voting by proxy is not permitted. Simple majority shall prevail.

Section 2. Nomination for Board of Directors, No person may be a candidate in a club election who has not been nominated in accordance with these by-laws.

- a) A call for nominations will be mailed to all members in good standing ninety (90) days before an election. The call will be made by the board secretary. Nomination may be submitted by any member in good standing. A member may nominate him/herself.
- b) Nominations shall be in writing and mailed to the secretary not later than forty-five (45) days prior to the Annual Meeting and Election.
- c) Nominations shall state the name of the nominator, full name of the nominee and the state in which the nominee resides. Nominations shall also be accompanied by a brief declaration by the nominee indicating willingness to be a candidate. The nominee may submit a one (1) page (8 ½ x 11 inch) typed statement of why he or she wishes to be on the board of directors for distribution with the ballots.
- d) Nominations can not be made at the Annual Meeting or in any manner other than as provided for in the by-laws.

Section 3. Annual Elections, The annual election for the board of directors shall be as follows: If eight (8) or more valid nominations are received by the board secretary forty-five days prior to the Annual Meeting, then an Election Committee shall be appointed. The Election Committee Chair shall, 1) Prepare the ballot listing all nominees in alphabetical order, instructions for voting, a ballot envelope for each ballot, and a return envelope addressed to the board secretary bearing the members return address. 2) The ballot, ballot envelope, voting instructions, candidate statements and return envelope will be mailed to all eligible members in good standing. When two (2) or more eligible members share a residence, all ballots and ballot envelopes shall be combined into a single mailing and one (1) return envelope provided to minimize costs.

Section 4. Voting, Each member shall complete the ballot in accordance with the instructions and return the ballot to the board secretary in a manner as to be received not later than five (5) days prior to the Annual Meeting.

Section 5. Tabulation of Ballots, The sitting board prior to the Annual Meeting will appoint three (3) inspectors to count the ballots. The inspectors must be members in good standing of the Northeast Regional Leonberger Club, Inc. and not on the ballot. The board secretary shall deliver the sealed ballots to the inspectors immediately prior to the Annual Meeting for tabulation. The official results will be delivered to the board secretary or next highest board officer along with the ballots. The seven (7) nominees receiving the highest vote total shall comprise the new board. In the event seven (7) nominees were not available for the general election, the new board may elect members to fill the remaining vacancies as provided for in Article C Section 1.

Section 6. Amendments

- a) Amendments to the Constitution and Bylaws may be proposed by the board of directors or by written petition addressed to the board secretary and signed by twenty percent (20%) of the members in good standing. Amendments proposed by such a petition must be promptly considered by the board and submitted to the entire membership, with the individual recommendations of the board members, by the board secretary for a vote within ninety (90) days from the date the petition was received by the secretary.
- b) The Constitution and bylaws may be amended at any time provided a copy of the proposed amendment has been mailed by the board secretary to each member in good standing on the date of the mailing, accompanied by a ballot on which the member may indicate their choice for or against the actions to be taken. The notice shall specify a date not less than thirty (30) days after the date of the mailing by which date the ballots must be returned to the board secretary for tabulation. A favorable vote of two-thirds (2/3) of the members in good standing who return the ballots within the time limit shall be required to effect such an amendment. The Board shall notify all members of the results of the balloting.

ARTICLE E: Committees

There shall be no standing committees. An Activities Committee, Publicity Committee and Election Committee can be appointed on an annual basis. The president may appoint volunteers to assist with organizing club events.

ARTICLE F: Dissolution

The Club may be voluntarily dissolved at any time by a majority vote of the members at a meeting. In the event of dissolution, whether voluntary or otherwise, none of the property or assets of the Club shall be distributed to any Club members, but after meeting all legal financial obligations, any remaining property or assets shall be tendered to a dog related charity.

ARTICLE G: Order of Business

At all meetings of the Club or the Board, the order will be as follows: (1) Roll Call; (2) Minutes from last meeting; (3) Officer's reports; (4) Unfinished business; (5) New business (including election of Board members at the general meeting and officers at the Board meeting); and (6) adjournment.

As amended and ratified at the Annual Meeting September 27, 2008

Signed by Thomas Class, President