

NORTH AMERICAN LLEWELLIN BREEDERS ASSOCIATION, INC

BY- LAWS

ARTICLE I - NAME

The name of this organization, incorporated under the laws of the State of Florida shall be North American Llewelin Breeders Association, Inc. (NALBA) The purpose of the organization shall be as set out in its charter.

ARTICLE II MEMBERSHIP

Section 1. The membership of this corporation shall be unlimited in number and any person, partnership, corporation or association of good character and standing shall be eligible for membership upon compliance with the requirements set forth by the Board of Directors and agreeing to be bound by the Regulations and By-Laws of this corporation when, and not until their application for membership is approved by the President and Secretary of the corporation.

There shall be the following classifications of membership in the corporation, viz:

a. **FOUNDING MEMBERS** Are those breeders who attended the founding meeting and contributed an initial membership fee of \$200.00 to the corporation and are engaged in continuing breeding purity, fostering and increasing interest in and knowledge of the Breed.

B, **ANNUAL MEMBERS** shall be those breeders contributing an annual membership fee of \$100.00 to the corporation and are engaged in continuing breeding purity, fostering and increasing interest in and knowledge of the Breed. Membership fee is payable annually on January 1st.

C. **ASSOCIATE MEMBERS** shall be persons who own a Llewelin Setter registered with the FDSB and may have occasional litters (not more than 1 per year) of the Breed, and who diligently seek to further the cause of purity of the Breed and the furthering of the aims of this Corporation. The Associate Membership fee shall be \$50.00 annually, and the Associate Membership shall not include the privilege of voting. Membership fee is payable annually on January 1st

ARTICLE III - EXPELLING OR SUSPENDING MEMBERS

Section 1. Any member of this corporation or individual associated with such member or anyone in attendance at an event sponsored by a member club may be expelled, or penalized by a majority vote of the Board of Directors for any cause deemed sufficient by them, provided:

a. Such member or individual be furnished in writing a specification of charges

against him at least ten days before a hearing thereon.

b. A hearing be had upon such charges, the member charged be notified of the time and place

Section 2. Unless this regulation is suspended by a majority of the members the order of business of all meetings of the members shall be as follows:

- a. Call to order
- b. Reading of the minutes of the last meeting
- c. Reading of financial and committee reports and statements
- d. Unfinished business and old business, New and miscellaneous business
- e. Election of officers
- f. Adjournment

Section 3-At all annual and special meetings of the directors of this corporation, each director and officer shall be- entitled to one vote and may be represented by its elected representative or by a proxy in writing executed by the elected representative of such active state. All proxies must be mailed to the North American Llewelin Breeders Association (NALBA) Secretary one week prior to annual meeting. These proxies should indicate the person to vote the proxy and, if the State desires, the choice of nominee. The proxies are to be tabulated and verified by the secretary and turned over to the President of NALBA, twenty-four hours prior to the annual meeting. Any proxies received after the date of one week prior to the annual meeting will be null and void.

ARTICLE IV - DUTIES OF OFFICERS

Section 1. The President, in addition to the other powers conferred upon him in these By-Laws

shall:

- a. Be the executive officer of this corporation.
- b. Preside at all annual and special meetings of the Board of Directors.
- c. Appoint a committee to audit the Treasurers records, and such committee shall report at and to the annual meeting of the members. Said committee shall be appointed at least thirty days prior to the annual meeting. In the event there is regulation by either the State of Florida or The Internal Revenue service that requires an annual audit by an independent accountant, the committed will be responsible to accomplish same.
- d. Appoint finance, rule, and general committees, and delegate such power and authority to such committees, as he may deem expedient
- e. Interpret the By-Laws when requested to do so, or deems expedient,
- f be an ex-officio member of all committees.
- g. Have such other and further powers and duties as may be conferred on him from time to time by the Board of Directors. .

Section 2. The Executive Vice-President shall perform all the duties of the President in case of the absence or disability of the latter. If both the President and the Executive Vice-president are absent or disabled, the Second Vice-President shall perform all the duties of the President. Should the President and both the First and the Second Vice-President be absent or disabled the Third Vice-President shall perform all the duties of the President. The Vice-Presidents shall severally have such other and further duties and powers as may be conferred upon them by the President and the Board of Directors.

Section 3. The Secretary, in addition to such other duties and further powers conferred upon him by the Board of Directors shall:

- a. perform his or her duties under the direction of the President and assist the President in administering the affairs of this corporation.
- b. Keep the President informed of the activities of the Secretaries office.
- c. Refer matters to the President for his decision when such matters entail corporation polices and activities.
- d. Attend and keep minutes of all annual and special meetings of the Board of Directors.
- e. Attend such trials and events as directed by the President.
- f. Keep a record of all member Breeders including the name and address of the President and Secretary and preserve all letters and other documents of interest.
- g. Carry on the general correspondence of the corporation, and notify members of their election, suspension, expulsion or other penalty that may be provided for by the Board of Directors.
- h. Send copies of the By-Laws to the newly appointed Breeders or Associates, and to each newly elected Director of the Board of Directors.
- i. Have general charge of the records, certificates of eligibility and books of the corporation, and upon the election of his or her successor, deliver all of the same to his or her successor.
- j. Perform such other acts incident to the position of Secretary as may be delegated to him by the President and the Board of Directors.
- k. Make all of his, records, correspondence and similar materials pertaining to the corporation at any and similar materials at any and all reasonable times, open to the inspection and examination by the President and Vice- President, and members of the Board of Directors of the corporation.

1. Submit a list of proposed rule changes to all officers and directors at least 30 days before the annual meeting.

Section 4. The Treasurer performs his or her duties under the direction of the President and assist the President in administering the affairs of this corporation. Has custody of all the funds and securities of the corporation which shall come into his or her hands, and have power to endorse on behalf of the corporation all checks, drafts, and other commercial paper to the credit of the corporation in a bank approved by a majority of the Board of Directors, which bank must be a member of the Federal Deposit Insurance Corporation, or may, with the consent of a majority of the Board of Directors, invest surplus funds of the corporation in United States Government or other satisfactory securities.

- a. Sign all receipts and vouchers on behalf of the corporation, and sign all checks or drafts for the payment of bills or expenses of the corporation, or for the disbursement of

its funds.

b. Give bond for the faithful discharge of his or her duties, and account for the funds that shall come into his or her possession, in such sum and condition if and as the Board of Directors may require.

c. Keep a full and accurate account of all monies received or paid out by him or her on behalf of the corporation, and upon the election of his or her successor, deliver all records, books, or accounts and funds to his or her successor.

Section 5. The Secretary shall receive a salary for his or her services the amount thereof to be fixed by the Board of Directors. In addition, the Board of Directors may pay to him or her an allowance for legitimate expenses, for maintenance of office, clerical and stenographic help in such amount, as it deems proper.

Section 6. The election of officers will be by the officers and Board of Directors from the annual membership of NALBA, The initial election of officers shall be for a period of 24 months, thereafter the term of service of all officers shall be 12 months. At the Board of Directors meetings the Past- President will have the same voting privileges as the Directors for one year after leaving office.

ARTICLE V - - AMENDMENTS

(a) The By-Laws of this corporation may be amended by the Board of Directors by a two-thirds vote of the Directors voting at any annual meeting, or at any special meeting called for that purpose, or by a vote taken of the members of the Board of Directors.

(b) These By-Laws shall be effective from and after the **twenty ninth day of October 2005**, and all existing previous By-Laws are hereby repealed.

Attest:

President _____

Secretary _____

Dated: _____

AT: _____

Witness:
