

**BYLAWS**  
**of**  
*National Lacy Dog Registry*  
**A Texas Nonprofit Corporation**

**ARTICLE 1: Name and Objectives**

Section 1.

The name of the corporation shall be the National Lacy Dog Registry, hereinafter referred to as the Registry.

Section 2.

The objectives of the corporation shall be:

- a. To promote breeding for type, sound temperament, and to preserve the natural working ability in the purebred Lacy Dog
- b. To provide pedigrees and information for the owners and breeders of the Lacy Dog.
- c. To maintain a reliable Breed Registry of the Lacy Dog.
- d. To encourage Lacy Dog activities and educational programs.
- e. The Registry is not organized for profit, and no part of any profits or remainder of dues or donations to the Registry shall inure to the benefit of the Board of Directors or any individual except that this corporation may make payments of reasonable compensation for services rendered.
- f. The Registry shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under section 501 (c) (3) of the Internal Revenue Code.
- g. Notwithstanding any provision of these Bylaws, the Registry shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of

the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Section 3.

The Registry shall adopt and may from time to time revise such Bylaws as may be required to carry out these objectives.

**ARTICLE II: Membership**

Section 1.

The Registry shall have no members.

**ARTICLE III: Board of Directors**

Section 1. *Board of Directors*

a. The Registry shall be governed by a Board of Directors.

b. The first Board of Directors of the Registry shall consist of those persons named in the Certificate of Formation. The Board shall be comprised of the President, Vice President, and Treasurer.

c. All members of the Board of Directors shall serve 3 (three) year terms. Each board member may serve consecutive terms. The Board of Directors shall elect Directors to replace those whose terms will expire. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws. New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present.

Section 2. *Vacancies*

Any vacancy occurring on the Board of Directors during a term of office shall be filled by a majority vote of all the then members of the Board. Resignation from the board must be in writing and received by the remaining Board of Directors. If a Board member does not attend three successive meetings, fails to perform his job in a timely manner, or fails to respond to three successive notifications regarding Board matters, the Board may declare the position vacant by majority vote of the members in attendance.

**ARTICLE IV: Officers**

Section 1. *Officers*

The officers of the Corporation shall be a President, Vice President, and the Secretary. Two (2) offices may be held by the same person, except the offices of Secretary and President.

*Section 2. Powers and Duties of Officers:*

a. President. The President shall preside at all meetings and shall have the duties and powers normally assigned to the office of President in addition to those particularly specified in these Bylaws. The President shall have the authority to sign on behalf of the corporation and execute any legal documents.

b. Vice President. The Vice President shall fulfill the duties and responsibilities of the President in his or her absence, and shall assist in the performance of such duties as delegated by the President. The Vice President may focus on an area of particular importance to the Registry or serve in a general at-large capacity as needed.

b. Secretary. The Secretary shall fulfill the duties and responsibilities of the Vice President in his or her absence, and shall assist in the performance of such duties as delegated by the President. The Secretary reports actions being considered and taken by the Board of Directors. The Secretary shall keep a record of all meetings. The Secretary shall notify board members of meetings, receive nominations, provide ballots for elections, notify Directors of their election to office, and carry out such other duties as are prescribed in these Bylaws. The Secretary shall collect all monies due to the Registry, pay all bills and shall report to the members of the Registry, at every meeting, the condition of the Registry's financial status. Monies shall be deposited in a bank approved by the Board, in the name of the Registry. The Secretary shall have authority to sign checks from the registry account.

*Section 3. Resignation*

Resignations are effective upon receipt by the Secretary (or receipt by the President or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification.

*Section 4. Removal*

One or more officers may be removed by the Board at a meeting called for that purpose.

*Section 5. Vacancies*

Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by the Board for the remainder of the unexpired term.

**ARTICLE V: Meetings**

*Section 1. Annual Meeting*

The Annual Meeting shall be at a place, date and hour designated by the Board of Directors and held in conjunction with a designated dog activity and / or educational program, if possible. Thirty (30) days notice shall be given to all Board members. An annual budget will be presented to the Board for approval at the Annual Board Meeting and published. The Board shall determine the procedure for reviewing the financial records.

#### Section 2. *Special Meetings*

Special Meetings may be called by the President or a majority vote of the Board of Directors.

Such Meetings shall be held at a place, date and hour as may be designated by the Board of Directors. A Meeting notice shall be given at least thirty (30) days prior to the Meeting. The notice of the Meeting shall state the purpose of the Meeting, and no other business may be transacted.

The Board of Directors may conduct its business by mail or electronic media as arranged through the President. Items voted upon by telephone conference calls or other undocumented communication must be confirmed in writing within seven (7) days.

#### Section 3. *Quorum and Voting*

A quorum is a majority of the total number of Board members in office. All decisions will be by majority vote of those present at a meeting at which a quorum is present.

#### Section 4. *Action Without a Meeting*

Any action required or permitted to be taken at a meeting of the Board (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approve the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

### **ARTICLE VI: Fiscal Year, Voting, Nominations, Elections**

#### Section 1. *Fiscal Year*

The Registry's fiscal year shall begin on January 1<sup>st</sup>. and end on December 31<sup>st</sup>.

#### Section 2. *Voting*

At the Annual Meeting or at a Special Meeting, voting shall be limited to the Directors.

Elections, amendments to the Bylaws and to Registry Polices, shall be decided by the Directors. Voting by written proxy shall be permitted.

#### **ARTICLE VII: The Registry Database**

The Registry Database shall be a protected document, with the original being maintained by the Secretary, and a second copy maintained in a depository chosen by the Board of Directors. The Board of Directors shall approve and implement all policies, fees, and procedures pertaining to registration of the Lacy Dog. Policies and Procedures shall be kept in a Registry Standard Operating Procedures Manual (RSOP). As an alternative, the Board may select and/or contract with an outside registry to provide such services.

#### **ARTICLE VIII: Breed Standard**

Section 1. The Registry shall recognize the official breed standard of the National Lacy Dog Association.

#### **ARTICLE IX: Committees**

##### *Section 1. Standing Committees*

The Board may appoint standing Committees to advance the work of the Registry in such matters 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 the Board with particular projects. All Committees shall include one member from the Board of Directors and one Committee Chairperson, appointed by the President. Standing Committees may include, but are not limited to, the following:

- Field Trial and Events Committee.
- Health and Genetics Committee.
- Historical Research Committee.
- Breed Club Relations Committee.

##### *Section 2. Committee Appointments and Successors*

Any Committee appointment may be terminated by a majority vote of the Board upon written notice to the appointees and the Board may appoint successors to those persons whose appointment has been

terminated.

## **ARTICLE X: Amendments**

### *Section 1. Amendments*

Amendments to the Bylaws and the Policies for Registration may be proposed by the Board of Directors or by written petition or email addressed to the President. Amendments proposed by such petition shall be promptly considered by the Board of Directors.

### *Section 2.*

The Bylaws or Registry Policies may be amended at any time provided a copy of the proposed amendment has been received by the Board before or simultaneously with the delivery of the ballots. A ballot with a choice for or against the action to be taken shall be indicated.

## **ARTICLE XI: Conflict of Interest**

### *Section 1.*

The Registry shall have a conflict of interest policy which;

(a) requires those with a conflict (or who think they may have a conflict) to disclose the conflict/potential conflict, and (b) prohibits interested board members from voting on any matter in which there is a conflict.

The Board shall draft and adopt a conflict of interest policy which has the central goal of ensuring that all officers, directors, and employees are acting within the best interest of the nonprofit, and shall contain provisions for discussing, managing, and disclosing any potential conflicts of interest.

## **ARTICLE XII: Dissolution**

In the event of the dissolution of the Registry other than for purposes of reorganization, whether voluntary, involuntary or by law, none of the property of the Registry, nor any proceeds thereof, nor any assets of the Registry may be distributed to any board members. After payment of debts of the Registry, its proceeds and property shall be given to a charitable organization for the benefit of dogs which has been selected by

the Board of Directors.

### **ARTICLE XIII: Order of Business**

#### Section 1.

At the Meetings of the Registry, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Call to Order
  
- Roll Call
  
- Minutes of last meeting
  
- Report of Secretary
  
- Report of Committees
  
- Unfinished business
  
- New business
  
- Adjournment

### **ARTICLE XIV: 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 Bylaws and any other special rules of order the Club may adopt.

### **CERTIFICATION**

I hereby certify that these bylaws were adopted by the Board of Directors of \_\_\_\_\_

at its meeting held on this

\_\_\_\_\_ day of \_\_\_\_\_, 20\_\_

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Secretary