



WORLDWIDE AUSTRALIAN LABRADOODLE ASSOCIATION, INC.

CONSTITUTION

SECTION 1. NAME

1.1 The name of the Association shall be the Worldwide Australian Labradoodle Association, hereinafter referred to as the WALA.

SECTION 2. OBJECTIVE

2.1 The objectives of the WALA shall be:

- a) To support and improve the health, conformation, disposition, and coat of the breed;
- b) To educate breeders and owners of the breed in adopting best practices in breeding, training and care;
- c) To unite labradoodle breeders in an organization that promotes sound research, equal participation, and democratic elections and voting methods.

SECTION 3. NON-PROFIT

3.1 The WALA shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Association shall inure to the benefit of any member or individual.

SECTION 4. BYLAWS

4.1 The members of the WALA shall adopt and from time to time revise such Bylaws as may be required to carry out these objectives.

PROVISIONAL YEARS

The first five years of the WALA shall be provisional years, guided by the Founders, with the intention that these foundational years will lead to the establishment of democratic membership self-governance.

FIRST PROVISIONAL YEAR. 11/15/2018 to 11/14/2019. The first provisional year of the WALA shall have a Board of Directors (BOD) comprised of eleven volunteer members of equal positions with no titles. These eleven volunteer Directors shall be from the Founders' group and ratified by the Founders' group by majority vote. Five Directors will be assigned three-year terms; six Directors will be assigned four-year terms. During the first provisional year the BOD may choose to elect by majority vote a Chairperson of the Board from their number. If at any time during the first provisional year the BOD number falls below eleven, the remaining Directors shall appoint by majority vote a replacement Director from membership to complete the term of the Director whose position was vacated.

SECOND PROVISIONAL YEAR. 11/15/2019 to 11/14/2020. In the second provisional year, by 11/29/2019 the eleven-member BOD will elect Officers from their own number by majority vote to serve one-year terms. These Officers shall have the titles of President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary. The BOD may also choose to elect by majority vote a Chairperson of the Board from their number. If at any time during the second provisional year the BOD number falls below eleven, the remaining Directors shall appoint, by majority vote, a replacement Director from membership to complete the term of the Director whose position was vacated. If an Officer resigns during the second provisional year, the BOD will elect from their number, by majority vote, an Officer to complete the term of the Officer whose position was vacated.

THIRD PROVISIONAL YEAR. 11/15/2020 to 11/14/2021. The third provisional year shall operate in the same manner as the second year with the BOD electing Officers by 11/29/2020 by majority vote from their own number to serve one-year terms. The

BOD may also choose to elect by majority vote a Chairperson of the Board from their number. However, during the third provisional year if the BOD number falls below eleven, a nomination and election process shall be called to elect a replacement Director from membership-at-large by a vote of membership. This membership elected Director shall complete the term of the Director whose position was vacated. If an Officer resigns during the third provisional year, the BOD will elect from their number an Officer to complete the term of the Officer whose position was vacated. Additionally, an election will be held 11/10-14/2021 in which membership-at-large shall elect Directors for the five Director positions which are timing out. See the WALA *Policies and Procedures* document for details regarding nominations and elections. New Directors will take office 11/15/2021 and will serve two-year terms. Term limits shall be applied to the five newly elected Directors. At this point 45% of Directors will have been elected in a democratic process by membership vote.

FOURTH PROVISIONAL YEAR. 11/15/2021 to 11/14/2022. The fourth provisional year shall operate in the same manner as the third year with the BOD electing Officers by 11/29/2021 by majority vote from their own number to serve one-year terms. The BOD may also choose to elect by majority vote a Chairperson of the Board from their number. During the fourth provisional year, if the BOD number falls below eleven, a nomination and election process shall be called to elect a replacement Director from membership-at-large by a vote of membership. See the WALA *Policies and Procedures* document for details regarding nominations and elections. This membership elected Director shall complete the term of the Director whose position was vacated. If an Officer resigns during the fourth provisional year, the BOD will elect from their number by majority vote an Officer to complete the term of the Officer whose position was vacated. During the fourth provisional year, a Bylaws and Governance Committee will be tasked to review and revise the bylaws, with input from membership-at-large, and propose an election process for the future. An election will be held 11/10-14/2022 in which membership-at-large shall elect Directors for the six Director positions which are timing out. New Directors will take office 11/15/2022 and will serve two-year terms. Term limits will be applied to the six newly elected Directors. At this point 100% of Directors will have been elected in a democratic process by membership vote.

FIFTH PROVISIONAL YEAR. 11/15/2022 to 11/14/2023. The fifth provisional year shall operate in the same manner as the fourth year with the BOD electing Officers by 11/29/2022 by majority vote from their own number to serve one-year terms. The BOD may also choose to elect by majority vote a Chairperson of the Board from their number. During the fifth provisional year if the BOD number falls below eleven, a nomination and election process shall be called to elect a replacement Director from membership-at-large by a vote of membership. This membership elected Director shall complete the term of the Director whose position was vacated. If an Officer resigns during the fourth provisional year, the BOD will elect from their number by majority vote an Officer to complete the term of the Officer whose position was vacated. During the fifth provisional year, the revised Bylaws will be placed before membership-at-large for discussion and vote, establishing the future democratic election procedure and structure of the BOD. Elections held 11/10-14/2023 will follow the democratic process outlined in the newly revised, membership ratified Bylaws.

Notes:

- *During the five provisional years, the BOD may at any time by unanimous vote determine to shorten the term of provisional years if they deem that a fully democratic process of membership self-governance can be achieved and sustained by membership in a shorter timeframe.*
- *Time served by the Founding Directors prior to membership election shall not be counted towards term limits.*
- *During the first provisional year, since there will be no Officers, any reference in the following Bylaws to specific Officers shall be understood to refer to the BOD.*
- *The following is the organization proposed by the Founders. These Bylaws will be evaluated and revised by the Bylaws and Governance Committee in the fourth provisional year and placed to membership vote in the fifth provisional year. To preserve the democratic structure of the Association, the election process must be democratic with full membership nominating and electing the Directors. Further, Director positions, after the provisional years, shall be no more than two years with a maximum of three consecutive terms.*
- *Membership has the opportunity and obligation to step forward to serve in leadership and committee positions. Under the Provisional Years Plan outlined in this document, members of the Bylaws and Governance Committee will be tasked with revising the election process to conform with the will of membership.*