

The Great Dane Club of North Central Florida

Constitution and By-Laws

CONSTITUTION

ARTICLE I

Name and Objects

SECTION 1. The name of the Club shall be the Great Dane Club of North Central Florida, hereinafter referred to as the Club.

SECTION 2. The objects of the Club shall be:

A. To encourage and promote the quality in breeding of purebred Great Danes and to do all possible to bring their natural qualities to perfection.

B. To encourage the membership to a lifetime responsibility for their Great Danes, their Dane's offspring and to the education of others as all are necessary for the protection and advancement of the breed.

C. 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 Great Danes shall be judged and to encourage the study of the standard by breeders, judges, dog show committees and others interested in the advancement of the breed.

D. To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, field trials and obedience trials.

E. To conduct sanctioned matches, specialty shows, obedience trials and other events for which the club is eligible under the Rules and Regulations of the American Kennel Club, and to generate publicity on any matter affecting the welfare of the breed.

F. To encourage dedication to the health and welfare of the breed.

G. To encourage the participation in a rescue program in our area.

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 by-laws as may be required to carry out these objects.

BY-LAWS

ARTICLE I

Membership

SECTION 1. There shall be three (3) classes of membership open to persons in good standing with the American Kennel Club who subscribe to the purposes of the Club, provided such person(s), or any member of their immediate family, owns or has owned a Great Dane.

A. Regular Members. Any person eighteen (18) years of age or older and in good standing with the American Kennel Club may make application for regular membership in the Club.

B. Family Membership. Any persons eighteen (18) years of age or older and in good standing with the American Kennel Club and their children residing in the household may make application for a family membership.

C. Honorary Membership. Honorary membership may be conferred only upon a person who has rendered a distinctly valuable service to the Club or the breed. Honorary members shall be exempt from dues and application fee and shall enjoy all the privileges of the Club, except that they may not vote or hold office. A member so honored may maintain active (regular) membership status by paying the appropriate annual dues.

SECTION 2. Election to Membership

1. Each applicant for membership shall apply in writing, directed to the Club Secretary, on a form approved by the Board of Directors. The form shall provide that the applicant agrees to abide by the Club's Constitution and bylaws, the Breeders Code of Ethics, and the rules of the American Kennel Club, and is cognizant of the Breeder's Color Code.

2. Each application shall be accompanied by a check payable to the Club in the appropriate dues amount and the appropriate application fee, as specified on the application form. The application will be sponsored by two members in good standing and not of the same household.

3. Upon receipt of any application all dues and appropriate fees shall be immediately forwarded to the Treasurer of the Club.

4. The Club Secretary shall read each application at the next Club meeting following receipt of the application. At the Club meeting following the first reading of the application, the Secretary shall read the application again, and after discussion, if desired, the members present at the meeting will vote, by ballot, on acceptance of the applicant. A 2/3 vote of members present and voting shall be required to accept the applicant.

6. Any applicant receiving a negative vote shall be refunded all dues paid within thirty (30) days of such negative vote.

7. Any person elected to regular membership shall have full privileges of the Club, including the right to vote and hold office, providing his/her dues are paid in full, except that no member shall have the right to vote for the election of officers until thirty (30) days after his/her election to membership.

8. A regular member is entitled to one vote; a family membership shall have only 2 votes.

9. Any member who has been dropped from membership shall be required to make application as provided for new membership in the Club.

SECTION 3. Dues. All dues are subject to change by the Board of Directors provided notice is given of such change at least thirty (30) days prior to November 1st of any calendar year.

A. Regular Members

1. Membership dues shall be determined annually by the Board at the 3rd quarter meeting and shall not exceed an increase of \$10.00 annually, payable on or before the first day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November the Treasurer shall send to each member a statement of his/her dues for the ensuing year.

2. Any person elected to regular membership after October 1st shall be considered fully paid for the following year.

SECTION 4. Termination of Membership. Members may be terminated:

A. By resignation. Any member in good standing may resign from the Club upon written notice to the Secretary.

B. By lapsing. A membership shall be considered lapsed and automatically terminated if such member's dues remain unpaid after March 1st of any fiscal year. The Board of Directors may grant an additional grace period (not to exceed sixty (60) days) to such delinquent members in meritorious cases as long as said member personally contacts, in writing, the Treasurer or the Board of Directors for an extension period prior to the March 1st deadline. Voting by the Board of Directors must be by majority vote. In no instance may a person whose membership has lapsed be entitled to any of the privileges and benefits of the Club.

C. By Expulsion. A membership may be terminated by expulsion as provided in Article VI of these by-laws.

D. By permanent denial of privileges by the American Kennel Club.

E. Whenever any rescue organization certifies to the Club that a Great Dane surrendered to that rescue organization within the most recent sixty (60) days was bred by, owned by or co-owned by one or more current members of the Club, the Secretary, within ten (10) days shall send written notification of these assertions to the member(s) in question, together with a regular reply form previously approved by the Board of Directors, and shall send a copy of the notification to each member of the Board of Directors. Within thirty (30) days thereafter, each member so notified shall reply to the Secretary in writing to acknowledge or disprove the relationship to the animal and in cases where the relationship is acknowledged, shall document the steps said member took personally to assist with rehoming or caring for the animal. The Board of Directors shall have the power to decide whether the reported

relationship to the animal is factual. If the relationship to the animal is not deemed factual, the matter shall be closed. In cases where the relationship to the animal is deemed factual, the Secretary shall confirm with the rescue organization that the steps documented in the members reply were taken. If the rescue organization does not corroborate that the steps were taken, or if no steps were taken within the thirty (30) day period allotted for this purpose, or if the member fails to reply as herein required to the Secretary, each such member shall be dropped from membership, and for the immediately subsequent period of two (2) years, shall not be eligible to apply for new membership. In the case of such termination, all documentation will also be sent to the Parent Club.

ARTICLE II

Meetings (Defined as gatherings where attendees see and/or hear each other. This includes meeting (in person) "physically" in the same room or conducting a meeting by videoconference or teleconference or chat room/ internet)

SECTION 1. Time and Place of Meetings. All meetings of the Club shall be held at a place, date and hour designated by the Board of Directors.

SECTION 2. Annual Meeting. The Annual Meeting of the Club shall be held during the month of March, during and part of the Club's regular March meeting.

SECTION 3. Regular Meetings. The regular meetings of the Club shall be held at a place, date and hour designated by the Board of Directors.

SECTION 4. Special Meetings. Special meetings may be called by the President or by a majority vote of the Board of Directors present at a meeting of the Board or by five (5%) per cent of the members eligible to vote. Said meeting shall be called by the Secretary at the written request of a majority of the Board of Directors or by request of five (5%) of the members eligible to vote. Written (via e-mail) notice of said special meeting shall be sent to all members ten (10) days prior thereto and shall state the purpose thereof, and no other Club business may be transacted.

SECTION 5. Notices. All written e-mail notices required by these by-laws shall be given by the Secretary by e-mailing the same to each regular member of the Club and to the parent club as necessary. SECTION 6. Quorum at Members' Meetings. At any meeting of the membership, twenty (20%) per cent of the members eligible to vote shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time. Notice shall be given to all members of the time and place of any such adjournment. When a quorum is present at any meeting, a majority of the members present may decide any question brought before such meeting, except as otherwise provided by law or these by-laws.

SECTION 7. Voting by E-Mail in Lieu of Meeting. Any action that could be taken by a vote of the membership at a meeting can be voted upon by E-mail. A matter may be presented to the membership for e-mail vote upon direction of the President, by a majority vote of the Board of Directors present at a meeting of the Board or by five (5%) per cent of the members eligible to vote and shall be presented by the Secretary at the written request of a majority of the Board of Directors or five (5%) per cent of the members eligible to vote.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors.

A. the Board of Directors shall be comprised of the officers and directors of the Club.
(4) Directors to be elected by the membership all of which need to be members in good standing. All Directors and Officers will be elected by the general membership.

B. The four (4) elected directors shall be elected from the membership for a term of two (2) years on a staggered basis with two (2) new Directors elected at each annual election.

C. A member selected as an Officer or Director shall agree, as a condition of his/her acceptance of the position, that in the event such Officer or Director fails to attend two (2) or more meetings in any one calendar year, his/her resignation from said position shall be automatically submitted to the Board and the Board shall accept such resignation unless such absences are deemed excused by the Board. Any vacancy arising from such resignation shall be filled pursuant to the provisions of these by-laws.

D. the Board of Directors shall be vested with the authority and responsibility for the general management of the Club's property and affairs, so far as this delegation of authority is consistent with the laws of the State of Florida, the Club's Charter, Constitution and By-Laws.

E. Meetings of the Board of Directors (Defined as gatherings where attendees see and/or hear each other. This includes meeting (in person) "physically" in the same room or conducting a meeting by videoconference or teleconference or chat room/ internet)

1. Designated Meetings. The first meeting of the Board of Directors shall be held following the annual meeting of the membership. The final meeting of the Board of Directors, to wind up its business, shall be held during the month of the Florida Cluster Specialty and prior to the annual membership meeting.

2. Other Regular Meetings. All other meetings of the Board of Directors shall be held in such place and at such time as the Board of Directors may by vote from time to time determine.

3. Special meetings of the Board of Directors may be held at any reasonable time and place, if called by the President or any five (5) members of the Board of Directors. Ten (10) days written notice of such meeting, stating the purpose thereof, shall be sent to each Board member by the Secretary, and no other business may be conducted thereat.

4. Meetings of the Board of Directors may be held at any time without formal notice; provided all the members are present and those not present have waived notice thereof. Such meetings shall be held at such time and place as the notice thereof or waiver may specify.

5. Quorum of the Board of Directors. Four (4) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but a lesser number may adjourn any meeting from time to time. Notice shall be given to all members of the Board of Directors of the time and place of any such adjournment.

6. Business of the Board of Directors may be conducted by mail, electronic mail, fax

or teleconference. Any action or vote taken by teleconference must be subject to ratification of the Board of Directors by mail or electronic mail within ten (10) days. Business of the Board of Directors may be conducted by electronic mail provided the following precautions are in place.

- a. Every board member must be provided with the means to participate;
- b. A procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible board members;
- c. A mechanism must be in place to verify that the eligible board members are "listening".
- d. All Board members must agree to participate

SECTION 2. Officers. The Club's officers shall consist of:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Four (4) Directors

No member shall hold more than one office. Each Officer shall be a regular member and shall be elected by the regular membership and member affiliated Clubs by ballot at the annual election, and shall hold office for a period of two (2) years or until their successors are duly elected, and with the further exception of the President, Vice President, Secretary and the Treasurer, who shall hold office for three (3) years.

A. President.

1. The President, when present, shall preside at all meetings of the membership and of the Board of Directors. All standing committees shall be appointed by the President within thirty (30) days after the conclusion of the annual meeting. Such appointments can be overruled by the vote of two-thirds (2/3) of the entire Board of Directors, and its decision shall be final. All committees not appointed by the President shall be appointed by the Board of Directors. The President shall perform all duties commonly incident to the office and shall perform such other duties, as the Board of Directors shall from time to time designate.

2. The President shall, by virtue of the office, be a member of all Committees (see Article IV of these by-laws), and as such, shall have full voting privileges on such committees.

B. Vice-President. In the absence of the President, the Vice-President shall preside at all meetings of the membership and of the Board of Directors, and shall perform such other duties as are commonly incident to the office and have such other powers and duties as the Board of Directors shall from time to time designate.

C. Secretary.

1. The Secretary shall have charge of the correspondence, files, notices and

notifications to members; shall keep a roll of the members with their addresses; shall keep an accurate record of the proceedings of all meetings of the membership and of the Board of Directors in books provided for that purpose (which books shall be open at all reasonable times to the inspection of any regular member of the Club); and shall carryout such other duties as are prescribed in these by-laws.

2. The Secretary shall perform such other duties and have such other powers as the Board of Directors shall from time to time designate.

E. Treasurer.

1. The Treasurer shall have the care and custody of the funds of the Club and shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to the office. The Treasurer shall pay all bills in a timely manner providing there is:

- a. a document describing what is being paid
- b. Proof of performance
- c. Approval from the officer, director or committee chairperson responsible for approving the bill.

2. The Treasurer shall perform such other duties and have such other powers as may be delegated by the Board of Directors from time to time, and shall be bonded in such amount as the Board of Directors may determine, the cost of such bonding to be paid by the Club. At the end of each fiscal year and prior to the preparation of filing a tax return, the books and records of the Treasurer shall be audited by an auditor selected by the Board of Directors The Treasurer shall be the custodian of all of the Club's financial records. All records shall be retained for the period of time required by the Internal Revenue Service.

3. The Treasurer shall use an automated accounting system (i.e. Quick Books).

SECTION 3. Appointments. One (1) or more person(s) may be appointed by the Board of Directors to assist the Officers listed above in the performance of their duties.

SECTION 4. Vacancies. Any vacancies occurring on the Board of Directors or among the offices during the year shall be filled until the next election by a majority vote of all the then members of the Board of Directors, except that a vacancy in the office of the President shall be filled automatically by the Vice-President, and the resulting vacancy in the office of the Vice-President shall be filled by the Board of Directors.

SECTION 5. Terms. No Officer may be elected for more than three (3) consecutive terms to the same office, and no Director may be elected for more than three (3) consecutive terms as such; and further, no Officer or Director of the Club may serve for more than nine (9) consecutive years in any office of the Club.

ARTICLE IV

Committees

SECTION 1. Standing Committees

- A. Show Chair – Awards; Judges Nomination; Grounds, Etc.
- B. Hospitality
- C. Membership
- D. Rescue
- E. Web site
- F. Program and Newsletter

Each committee shall present to the Board of Directors, for approval, a set of rules and regulations for the operation of that committee. These shall be amended, if needed, by each new chairperson appointed to said committee. Such committees or persons shall always be subject to the final authority of the Board of Directors. Special committees may also be appointed by the Board of Directors to assist it on particular projects.

All appointed committees shall serve only until the new Officers and Directors shall take office.

ARTICLE V

Club Year, Voting, Nominations and Elections

SECTION 1. Club Year. The Club's fiscal year shall begin on the first (1st) day of April and end on the thirty-first (31st) day of March.

The Club's official year shall begin immediately upon the conclusion of the annual meeting and shall continue through the next annual meeting. The elected Officers and Directors shall take office immediately upon the conclusion of the annual meeting and each retiring Officer shall turn over to his/her successor in office all properties and records relating to that office within thirty (30) days after such annual meeting.

All regular members in good standing may vote in the annual election.

SECTION 2. Voting

A. At all meetings of the membership each member shall be entitled to one (1) vote if present or by written ballot cast by e-mail on such items deemed necessary by the Board of Directors and on such items as prescribed by these by-laws.

B. Voting shall be limited to those regular members who are members in good standing of the Club.

C. Voting by proxy shall not be permitted.

SECTION 3. Annual Elections. The annual election of Officers, Directors shall be conducted by e-mail ballot or in person at the annual meeting. Ballots received by

the current Secretary will be counted and posted on the web-site. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the annual meeting, is unable to serve for any reason, such nominee shall not be elected and the Board of Directors in the manner provided by Article III, Section 4, shall fill the vacancy so created.

ARTICLE VI

Discipline of Members

SECTION 1. Any member who is suspended from the privileges of the Great Dane Club of America shall be automatically suspended from the privileges of the Club for a like period.

SECTION 2. Trial Board. A Trial Board shall be appointed from time to time by the Board of Directors of the Club and shall consist of not less than three (3) members, one of whom shall be a Director of the Club. The appointed Director shall be the chairperson of this Board. In the event one or more members of the Trial Board shall be unable to sit in any given case, the President, or in his/her absence, the Vice-President, shall appoint, subject to the approval of the Board of Directors, a substitute or substitutes.

SECTION 3. Charges

A. The Club or any regular member may prefer charges against a regular or family member.

SECTION 4. Nature of Charges. The commission or omission of any act which discredits or tends to discredit, or otherwise injure the Club or the breed, or which tends to or may tend to disrupt and disorganize the Club, or which is inconsistent with the effective carrying out of the purposes of the Club.

SECTION 5. Filing Charges. Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of one hundred (\$100.00) dollars, which shall be forfeited if such charges are not sustained. The Secretary shall promptly notify the Trial Board of the Club, which shall promptly meet to determine the validity of the charges. The Trial Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or the breed. If the Trial Board considers that the charges do not allege conduct, which would be prejudicial to the best interests of the Club or the breed it may refuse to entertain jurisdiction. If the Trial Board entertains jurisdiction of the charges it shall fix a date for a hearing by the Trial Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail with return receipt or e-mail, together with a notice of the hearing date and an assurance that the defendant may personally appear in his/her own defense and may bring witnesses if he/she so wishes. Any member shall have the right to appear and be represented by counsel.

SECTION 6. Findings. A majority vote of the Trial Board shall determine and decide all matters before it. Should the charges be sustained after hearing all the evidence, testimony or affidavits presented by the complainant and defendant, the Trial Board

may suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. If it deems that punishment insufficient it may also recommend to a meeting of the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before the next regular meeting, or any special meeting of the membership called to consider the Trial Board's recommendation. Any member shall have the right to appear and be represented by counsel. Immediately following the decision of the membership its findings shall be put in written form and filed with the Secretary who, in turn, shall notify the defendant(s) of the decision by the meeting and the action taken.

SECTION 7. Expulsion of a member from the Club may be accomplished only at a meeting of the membership and upon the Trial Board's recommendation. Such proceedings may occur at a regular or special meeting of the membership, which must be held within sixty (60) days, but not earlier than thirty (30) days following the decision of the Trial Board. Notice shall be sent at least ten (10) days in advance to all regular members and to the defendant of the date, time and place of any meeting at which any recommendations of the Trial Board shall be considered. The notice shall further set forth the full name of the defendant, the charges preferred, and a copy of the findings of the Trial Board and state that the recommendation of the Trial Board is to be acted upon. The defendant shall have the privilege of appearing in his/her, or its own, behalf though no evidence shall be taken at the meeting of the members. The President or Chairperson of the meeting shall read the charges and the Trial Board's findings and invite the defendant, if present, to speak in his/her own behalf if desired. The meeting shall then vote by secret written ballot on the proposed expulsion or revocation of membership. A two-thirds (2/3) vote of the members present and voting at such meeting shall be necessary for expulsion or revocation of membership. If expulsion is not so voted, the Trial Board's suspension shall stand.

ARTICLE VII

Amendments

SECTION 1. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty (20%) per cent 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 membership within three (3) months of the date when the Secretary received the petition.

SECTION 2. The Constitution and By-Laws may be amended at any time provided a copy of the proposed amendment(s) has been mailed by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which he/she may indicate his/her choice for or against the action to be taken. The notice shall specify a date not less than thirty (30) days after the date of mailing by which date the ballots must be returned to the Secretary to be counted. The favorable vote of two-thirds (2/3) of the membership in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

SECTION 3. No amendment to the Constitution and By-laws that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the Great Dane Club of America, Inc. and the American Kennel Club

ARTICLE VIII

Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of its membership. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary or involuntary or by the operation of law, none of the property of the Club or any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club. After payment of the debts of the Club, its property and assets shall be given to a charitable organization selected by the Board of Directors for the benefit of dogs.

ARTICLE IX

Order of Business

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

- A. Attendance
- B. Minutes of Last Meeting
- C. Report of President
- D. Report of Secretary
- E. Report of Treasurer
- H. Report of Committees (in alphabetical order)
- I. Election of Officers and Board (at annual meeting)
- J. Unfinished Business
- K. Election of New Members
- L. New Business
- M. Adjournment

SECTION 2. At meetings of the Board of Directors the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- A. Minutes
- B. Secretary's Report
- C. Treasurer's Report
- F. Report of Committees (in alphabetical order)
- G. Unfinished Business
- H. Election of New Members
- I. New Business
- J. Adjournment

ARTICLE X

SECTION 1. All meetings and parliamentary procedures shall be conducted in accordance with the latest edition of Robert's Rules of Order, unless this is in conflict with the requirements of this Constitution and By-laws, in which case the Constitution and By-laws shall take precedence.

Amended 2006

Revisions submitted 2/20/07