

**CONSTITUTION**

**Article I**

**NAME AND OBJECTS**

**SECTION 1.** The name of the Club shall be the Great Dane Club of Mid Florida.

**SECTION 2.** The objects of the Club shall be:

(a) to encourage and promote quality in the breeding of purebred Great Danes and to do all possible to bring their natural qualities to perfection;

(b) 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;

(c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and obedience trials;

(d) to conduct sanctioned and licensed specialty shows and any other events for which the club is eligible under the rules and regulations of The American Kennel Club.

(e) to promote the humane treatment and welfare of all dogs

(f) to provide educational programs to assist in accomplishing the objects of the club

**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.** Eligibility. There shall be four classes of membership open to person(s) in good standing with The American Kennel Club who subscribe to the purposes of this Club, provided such person(s) or any member of their immediate family owns or has owned a Great Dane. While membership is unrestricted as to residence, the club’s primary purpose is to be representative of the breeders, exhibitors, and owners in its immediate area.

(a) Regular Membership is open to all persons eighteen (18) years of age or older, are in good standing with The American Kennel and who subscribe to the objects of this club, being entitled to one (1) vote and eligible to hold office.

(b) Junior Membership is open to all persons between nine (9) and seventeen (17) years of age inclusive, in good standing with The American Kennel and who subscribe to the objects of this club. Junior members cannot vote or hold office and they do not count in the determination of a quorum. Junior membership may be converted to a Regular membership or Associate membership at age eighteen (18.)

(c) Associate membership is offered to individuals who are not active in the club, are in good standing with The American Kennel Club, and who subscribe to the objects of this club. Associate members enjoy all the privileges of the club except they are not entitled to vote or hold office and they do not count in the determination of a quorum.

The unexcused absence of a regular member from three (3) consecutive general meetings shall operate as the accepted change of that membership from active to associate status. Requests for excusal should be submitted to the Board of Directors. The Board may excuse absences of regular members. Associate members who attend three (3) consecutive general meetings shall be restored to regular status at the next general meeting.

(d) 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 initiation fee and shall enjoy all the privileges of the Club except that they may not vote or hold office. Upon the recommendation of the Board of Directors, honorary membership may be conferred by vote of two-thirds (2/3) of the regular members present and voting at any regular meeting or any special meeting called for such purpose. A member so honored may maintain active (regular) membership status by paying the appropriate yearly dues.

**SECTION 2**. Dues. Membership dues for all members shall be established, during the month of October, by the Board of Directors. During the month of November, the Treasurer shall send to each member a statement of his dues for the ensuing year. Dues are payable on or before the first day of February of each year. No member may vote whose dues are not paid for the current year. Membership dues per year shall not exceed:

 $25 for Regular membership

 $15 for Associate membership

 No fee for Junior or Honorary membership

Dues paid by first time applicants voted into membership between October 31st and January 31st of each year shall cover the remaining portion of the current fiscal year, and shall carry over to the new member’s dues thru the following fiscal year.

**SECTION 3.** Application for Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by this Constitution and By-laws and the rules of The American Kennel Club. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of two members in good standing and of different households. Endorsing members shall also state on the application form how long and in what capacity they have known the applicant. Accompanying the application, the prospective member shall submit dues payment for the current year.

**SECTION 4**. Election to Membership. An applicant must attend three general meetings in a six-month period before application is voted upon. All applications for membership are to be filed with the Secretary and shall be read at three general meetings of the club at which the applicant is in attendance prior to being voted upon. The names and addresses of the applicant(s) and their sponsors shall be published in the minutes of the general meetings which they attend.

At the next Club meeting following the third meeting attended by the applicant, if the applicant has fulfilled the above requirements of Article I, Section 3, paragraph 1, the application will be voted upon, and affirmative votes of two thirds (2/3) of the members present and voting at that meeting shall be required to elect the applicant. Application for membership will be voted upon by secret ballot. Applicants for membership who have been rejected by the Club may not reapply within six (6) months after such rejection.

**SECTION 5**. Termination of Membership. Memberships may be terminated:

(a) By resignation. Any member in good standing may resign from the Club upon written notice to the Secretary. No member may resign when in debt to the Club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.

(b) By lapsing. Any membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety (90) days after the first day of the fiscal year; however, the Board may grant an additional ninety (90) days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

(c) By expulsion. Any membership may be terminated by expulsion as provided in Article VI of these by-laws.

**Article II**

**MEETINGS AND VOTING**

**SECTION 1.** Club Meetings. Meetings of the Club shall be held within the greater Tampa Bay area no less than six (6) times a year at such hour and place as may be designated by the Board of Directors. In the event that the regular meeting date should fall on a legal holiday, the meeting may be held on such other date as may be determined by the Board of Directors. Written notice of each such meeting shall be mailed or emailed by the Secretary to the membership at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be 20% of the regular members in good standing.

**SECTION 2.** Special Club Meetings. Special Club meetings may be called by the President, or by a majority vote of the Officers and Board of Directors who are present and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held within the greater Tampa Bay area at such place, date, and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed or emailed by the Secretary at least five (5) days and not more the fifteen (15) days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the regular members in good standing.

**SECTION 3**. Board Meetings. A meeting of the Board of Directors shall be held within the greater Tampa Bay area or via telephone conference call or via video conference no less than six (6) times a year at such place and time as may be designated by the Board of Directors. Written notice of such meeting shall be mailed or emailed by the Secretary at least ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

**SECTION 4**. Special Board Meetings. Special meetings of the Board of Directors may be called by the President; and may also be called by the Secretary upon receipt of a written request signed by at least three members of the Board of Directors. Such special meetings shall be held within the greater Tampa Bay area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed or emailed by the Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting, and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board of Directors.

**SECTION 5.** Voting. Each regular member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which the member is in attendance. Proxy voting will not be permitted at any Club meeting or election.

**SECTION 6.** Electronic Notifications. The Club may send members notification of Club meetings, dues notices, minutes, and Board members notification of Board meetings via email provided that the member or Board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the Club from any liability should the notification be received late or not received by the member or Board member due to circumstances beyond the Club’s control.

**Article III**

**DIRECTORS AND OFFICERS**

**SECTION 1.** Board of Directors. The Board of Directors shall be comprised of the officers of the Club, including the delegate to The Great Dane Club of America, and six other members, to serve as Directors, all of whom shall be members in good standing. The President, Vice President, Secretary, and three (3) Directors shall be elected for 2-year terms in even-numbered years. The treasurer and three (3) Directors shall be elected for 2-year terms in odd-numbered years. Each will be elected by secret ballot at the Club’s annual meeting as provided in Article IV and shall serve until their successors are elected. In no case may two members of the same household serve as Officers or Directors concurrently. General management of the Club’s affairs, in accordance with all agreements and understandings between the Club, the Great Dane Club of America, and the American Kennel Club, shall be entrusted to the Board of Directors.

In the management and control of the property and affairs of the Club, the Board of Directors is hereby vested with all the powers possessed by the Club itself so far as this delegation of authority is not inconsistent with laws of the State of Florida, with the charter of the Club, or with these by-laws and its agreements with The Great Dane Club of America and the American Kennel Club.

**SECTION 2.** Officers. The Officers of the Club shall be a President, a Vice President, Secretary, a Treasurer, and a Delegate to The Great Dane Club of America.  Officers shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings. The duties of the officers shall be prescribed in these by-laws and in *Roberts Rules of Order, Newly Revised.*

(a) President. The President, when present, shall preside at all meetings of the Club and of the Board of Directors. The President shall perform all duties commonly incident to his office in addition to those particularly specified in these by-laws and shall perform such other duties as the Board of Directors shall from time to time designate.

(b) Vice President. In the absence of the President, the Vice President shall preside at all meetings of the Club and of the Board of Directors. The Vice President shall perform all duties commonly incident to his office in addition to those particularly specified in these by-laws and shall perform such other duties as the Board of Directors shall from time to time designate. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

(c) Secretary. The Secretary of the Club shall keep an accurate record of the proceedings of all meetings of the Club and of the Board of Directors in addition to keeping an up to date roll of members which shall be sent to any member in good standing upon written request, not more than once every Club year. The Secretary shall also notify officers and directors of their election to office, notify members of meetings, general correspondence, lending as much assistance as possible to committee chairpersons with mailings pertaining to club business and perform such other duties and have such other powers as the Board of Directors shall from time to time designate. In the absence of the Secretary from any such meeting, a Secretary pro tempore shall be chosen who shall record the proceedings of such meetings. The Secretary shall be sworn to their faithful performance of their duties.

(d) Treasurer. 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 and to whom payment shall be made
b. Proof of performance or receipt of goods purchased.  If payment is made in advance, an estimated date of performance or delivery of goods must be stated on request for payment.
c. Approval from the officer, director or committee chairperson responsible for approving the bill or sufficient documentation in the minutes demonstrating approval of the board.

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 in conjunction with the annual meeting, the Treasurer shall prepare and present annual financial statements. The Treasurer shall be the custodian of all the Club’s financial records. All records shall be retained for the period of time required by the Internal Revenue Service.  These records shall be open to inspection by an internal audit committee as designated by the Board of Directors. The Treasurer shall use an automated accounting system (i.e. Quick Books).

(e) Delegate to The Great Dane Club of America. The Delegate to the Great Dane Club of America shall represent the Club at all meetings of the Delegates of the Great Dane Club of America.

**SECTION 3.** Past President. The Past President (immediate) shall be invited to sit on the Board of Directors for one (1) additional year after their successor has been elected, in order to give counsel and serve as a “historian” for past Board business. The Past President shall attend Board meetings, at the discretion of the Board, and participate in discussions; however, they shall not be allowed to make motions or vote and shall not be counted to determine if quorum is present at a meeting of the Board. The Past President may decline to serve in this capacity**.**

**SECTION 4.** Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all the remaining members of the Board at its first regular meeting following the creation of such vacancy or at a special Board Meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

**SECTION 5.** Removal. If a member of the Board of Directors ceases to be a member in good standing of the Great Dane Club of Mid Florida, the Great Dane Club of America, and/or the American Kennel Club, they shall automatically be removed from the Board. However, once the Board member returns to good standing, the Board member will reassume their position on the Board.

A Board member may also be removed from the office for dereliction of duty or gross negligence in accordance with state law. The member whose removal has been proposed shall be informed of the reasons for this action by registered mail with return receipt requested not less than fifteen (15) calendar days prior to the vote for removal. Said Board member shall be provided the opportunity to respond to the Board on the charges either in writing or in person prior to the vote. The accused Board member is not entitled to vote. Removal from the office requires the affirmative vote of 2/3 of the remaining members of the Board present.

**Article IV**

**THE CLUB YEAR, ANNUAL MEETING, ELECTIONS**

**SECTION 1.** Club Year. The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December.

The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

**SECTION 2.** Annual Meeting. The annual meeting shall be held in the month of February at which officers and directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within thirty (30) days after the election.

**SECTION 3**. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

**SECTION 4**. Nominations. No person may be a candidate in a Club election who has not been nominated in accordance with these by-laws. During the month of November, the Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one (1) of whom may be a member of the Board. The Secretary shall immediately notify the committeepersons and alternates of their selection. The Board shall name a chairperson for the committee, and it shall be such person’s duty to call a Committee meeting which shall be held on or before December 7.

(a) The Committee shall nominate one (1) candidate for each office and position on the Board, as set forth in Article III, Section 1, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.

(b) Upon receipt of the Nominating Committee’s report, the Secretary shall, at least fourteen (14) days before the January meeting, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the January meeting by any member in attendance provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the member submitting the nomination shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.

(d) If no valid additional nominations are received at the January meeting, the Nominating Committee’s slate shall be declared elected at the time of the Annual Meeting and no ballots shall be required.

(e) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

**Article V**

**COMMITTEES**

**SECTION 1.** The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, educational programs, trophies, annual prizes, membership, and other fields 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 it on particular projects.

The following Standing Committees may be appointed as above prescribed:

Judges Committee.

Regional Committee

Membership Committee

Trophy Committee

Bench Show Committee

Publicity Committee

Budget and Auditing Committee

Match Show Committee

The President shall by virtue of his office be a member of all committees with voting privileges.

**SECTION 2.** Any committee appointed may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

**Article VI**

**DISCIPLINE**

**SECTION 1**. American Kennel Club Suspension. Any member who is suspended from any of the privileges of The American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

**SECTION 2.** Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of ten dollars ($10.00) which shall be forfeited if such charges are not sustained by the Board following a hearing.

The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or breed, it may refuse to entertain jurisdiction.

If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the 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 registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if desired.

**SECTION 3.** Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard.

Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. If the Board deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing general Club meeting which considers the Board's recommendation.

Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

**SECTION 4.** Expulsion. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting.

The President shall read the charges and the Board's finding and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the 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) percent of the regular membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

**SECTION 2**. The Constitution and By-Laws may be amended by a two-thirds (2/3) secret ballot vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

**Article VIII**

**DISSOLUTION**

**SECTION 1**. Dissolution. The Club may be dissolved at any time by the written consent of not less than two thirds (2/3) of the members in good standing. In the event of the dissolution of the Club other than for purpose of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Club nor 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 for the benefit of dogs, selected by the Board of Directors.

**Article IX**

**ORDER OF BUSINESS**

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

Roll call

Minutes of last meeting

Report of President

Report of Secretary

Report of Treasurer

Reports of Committees

Election of Officers and Board (at annual meeting)

Election of new members

Unfinished business

New business

Adjournment

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

Reading of minutes of last meeting

Report of Secretary

Report of Treasurer

Reports of Committees

Unfinished business

New business

Adjournment

**Article X**

**PARLIAMENTARY AUTHORITY**

**SECTION 1**. 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 By-Laws and any other special rules of order the Club may adopt.