



CONSTITUTION

ARTICLE I Name and Objects

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

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 and to encourage the study of the breed standard by breeders, judges, dog show committees and others interested in the advancement of the breed;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials and agility trials;
- (d) to conduct sanctioned matches, specialty shows, obedience trials, agility trials and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club;
- (e) to encourage dedication to the health and welfare of the breed;
- (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 bylaws as may be required to carry out these objects.

BY-LAWS

ARTICLE I Membership

SECTION 1. Eligibility. There shall be three (3) types of membership open to all persons eighteen (18) years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.

(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 to the Club.

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

(c) Honorary Members: Honorary membership may be conferred only upon a person who has rendered 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. Dues.

(a) Membership dues shall not exceed \$25 per year for Regular Members, \$35 per year for Family Members, or no fee for Honorary Members, payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year.

(b) During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year.

(c) Dues paid by first time applicants voted into membership between October 1st and December 31st of each year shall cover the remaining portion of the current calendar year, and shall carry over to the new member's dues for the following calendar year.

SECTION 3. Election to Membership.

(a) 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 the constitution and bylaws of the Club, the Breeder's Code of Ethics of the Great Dane Club of America 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.

(b) Accompanying the application, the prospective member shall submit dues payment for the current year along with the application fee, as specified on the application form.

(c) Upon receipt of the application, all dues and appropriate fees shall be immediately forwarded to the Treasurer of the Club and the application shall be filed with the Secretary of the Club.

(d) The Secretary of the Club shall read each application at the Club meeting following receipt of the application. At the subsequent Club meeting, the Secretary of the Club shall read each application again, and after discussion, the members present may vote on acceptance of the applicant. A 2/3 vote of members present and voting shall be required to elect the applicant to membership.

(e) Any applicant receiving a rejection shall be refunded all dues paid within thirty (30) days of such. Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

(f) An Open Enrollment period of thirty (30) days may be enacted by the Board of Directors of the Club. Open Enrollment periods will waive application fees and expedite the application process to completion at the first Club meeting following receipt of applications received during Open Enrollment.

SECTION 4. 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, but 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.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after March 1st of any fiscal year; however, the board may grant an additional 60 days of grace to such delinquent members in meritorious cases provided said member personally contacts, in writing, the Treasurer or 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 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.*

- 1) A membership may be terminated by expulsion as provided in Article VI of these bylaws.
- 2) If 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 member(s) 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 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 member's 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 expelled from membership of the Club, and for the immediately subsequent two (2) years shall not be eligible to apply for new membership. In the case of such expulsion, all documentation will also be forwarded to the parent club.

ARTICLE II

Meetings and Voting

SECTION 1. Club Meetings. Meetings of the club are 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. Meetings shall be held at such hour, date and place as may be designated by the board of directors.

SECTION 2. Annual Meetings. 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 such hour, date and place as may be designated by the board of directors.

SECTION 4. Notices. All written e-mail notices required by these by-laws shall be given to the Secretary by e-mailing the same to each regular member of the Club and to the parent club as necessary.

SECTION 5. *Quorum at Member's Meetings.* At any meeting of the membership, twenty (20%) percent 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 6. *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%) percent 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%) percent of the members eligible to vote.

ARTICLE III Directors and Officers

SECTION 1. *Board of Directors.* The board shall be comprised of the officers and four (4) Directors, all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the board of directors.

(a) Meetings of the Board of Directors are 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 chatroom/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 shall be held during the month preceding the annual meeting of the membership.
- 2) Other Regular Meetings. All other meetings of the Board of Directors shall be held at such time as the Board of Directors may vote from time to time.
- 3) Special Meetings. 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 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, e-mail, fax, or teleconference. Any action or vote taken by teleconference must be subject to ratification of the Board of Directors by mail or e-mail within ten (10) days. Business of the Board of Directors may be conducted by e-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, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the board and its meetings.

(a) President.

1) The President, when present, shall preside at all meetings of the club and of the board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.

2) All standing committees shall be appointed by the President within thirty (30) days of the conclusion of the annual meeting. Such appointments can be over-ruled 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.

(b) Vice President.

1) 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.

1) The Secretary shall keep a record of all meetings of the club and of the board and of all matters of which a record shall be ordered by the club; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, which shall be sent to any member in good standing, upon written request, not more than once every club year, and carry out such other duties as are prescribed in these bylaws.

(d) Treasurer.

1) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The books shall at all times be open to inspection by the board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the board of directors shall determine.

SECTION 3. Vacancies. Any vacancies occurring on the board or among the offices during the year shall be filled until the next annual election by a majority vote of the 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.

ARTICLE IV

The Club Year, Annual Meeting, 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 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 March, at which officers and directors for the ensuing year shall be elected by secret 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 the successor in office all properties and records relating to that office within thirty (30) days after the election.

SECTION 3. Elections. The annual election of officers and directors shall be conducted by e-mail ballot or in person at the annual meeting. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The four (4) 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. During the month of January, the board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the board. The Secretary shall immediately notify the committeemen and alternates of their selection. The board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held by the end of February.

(a) The committee shall nominate one candidate for each office and positions on the board 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 two weeks before the annual 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 proposer 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) 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. 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. Standing committees are as follows:

- (a) Show Chair (awards, judge nominations, grounds etc)
- (b) Membership
- (c) Rescue
- (d) Website and Social Media
- (e) Quarterly Newsletter
- (f) Nominating

SECTION 2. Any committee appointment 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. All appointed committees shall serve only until the new Officers and Directors shall take office.

ARTICLE VI Discipline

SECTION 1. Parent club or American Kennel Club Suspension. Any member who is suspended from all the privileges of The Great Dane Club of America or The American Kennel Club automatically shall be suspended from the privileges of this club for a like period.

SECTION 2. Charges. An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of one hundred dollars (\$100.00), 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. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date for a hearing by the board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges and the specifications 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 own defense and bring witnesses if he wishes.

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 months from the date of the hearing. And, if it 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 fellow members at the ensuing 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 60 days but not earlier than 30 days after the date of the board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret 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 bylaws may be proposed by the board of directors or by written petition addressed to the Secretary signed by twenty (20%) percent 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 members with recommendations of the board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and bylaws may be amended by a two-thirds (2/3) secret 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 weeks prior to the date of the meeting.

SECTION 3. No amendment to the constitution bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of 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 the members in good standing. In the event of the dissolution of the club other than for purposes 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, but 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:

- (a) Roll Call
- (b) Minutes of last meeting
- (c) Report of President
- (d) Report of Secretary
- (e) Report of Treasurer
- (f) Reports of committees
- (g) Election of officers and board (at annual meeting)
- (h) Election of new members
- (i) Unfinished business
- (j) New business
- (k) 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:

- (a) Reading of minutes of last meeting
- (b) Report of Secretary
- (c) Report of Treasurer
- (d) Reports of committees
- (e) Election of new members
- (f) Unfinished business
- (g) New business
- (h) 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 bylaws and any other special rules of order the club may adopt.

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