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**CONSTITUTION**

These bylaws are subject to and governed by the State of Florida Laws and the Articles of Incorporation of the Great Dane Club of Southeast Florida. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Florida State Laws, the Florida State Act will be controlling.

**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**. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

**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 the Great Dane Club of America 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 and the Great Dane Club of America may make application for regular membership to the Club. Regular members shall enjoy all club privileges including the right to vote and hold office.

(b) Household Members: Two adult members residing in the same household and in good standing with The American Kennel Club and the Great Dane Club of America, may make application for a household membership. Household members shall enjoy all club privileges including the right to vote and hold office.

(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 Household Members, or no fee for Honorary Members, payable on or before the 1st day of April 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 one-time application fee (not to exceed $15), 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 secret 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 rejection. 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 60 days after the 1st day of the 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 fiscal year 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.* A membership may be terminated by expulsion as provided in Article VI of these bylaws.

**ARTICLE II**

**Meetings and Voting**

**SECTION 1.** *Club Meetings.* Meetings of the Club shall be held at least 6 times per year in West Palm Beach, FL or via telephone conference call or via video conference at such hour and place as may be designated by the board of directors. Written notice of each such meeting shall be mailed or emailed by the Secretary at least 1 day prior to the date of the meeting. The quo­rum for such meetings shall be 20 percent of the 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 members of the board 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 members of the club who are in good standing. Such special meetings shall be held in West Palm Beach, FL or via telephone conference call or via video conference at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed or emailed by the Secretary at least five days and not more than 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 per­cent of the members in good standing.

**SECTION 3.** *Board Meetings.* Meetings of the board of directors shall be held each month in West Palm Beach, FL or via telephone conference call or via video conference at such hour and place as may be designated by the board. Written notice of each such meeting shall be mailed or emailed by the Secretary at least five 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 may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the board. Such special meetings shall be held in West Palm Beach, FL or via telephone conference call or via video conference 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 days and not more than 5 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. The quorum for such a meeting shall be a majority of the board.

**SECTION 5.** *Voting.* Each 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 he is present. Proxy voting will not be permitted at any çlub 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 shall be comprised of the officers and four (4) other persons, all of whom shall be members in good standing and all of whom shall be elected for (1)-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.

**SECTION 2**. *Officers.* The Club’s officers, consisting of the President, Vice President, Secretary, Treasurer, and GDCA Delegate 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.

(e) Great Dane Club of America Delegate.

1. 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 2.** *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. Email ballots must be received no later than 11:59pm (EST) on the day before 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 December, 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 on or before January 1st.

(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 February meeting, notify each member in writing of the candidates so nominated.

(c)  Additional nominations may be made at the February 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 in such matters as dog shows, trophies, annual prizes, membership, and other fields which may well be served by commit­tees. 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) Fundraising

(g) 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 any of 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 or emailed to each member at least two weeks prior to the date of the meeting.

**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 and in accordance with State Law. 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 unless otherwise prohibited by State Law.

**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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