

FORT LAUDERDALE DOG CLUB, INC. CONSTITUTION AND BY-LAWS

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ARTICLE I - NAME AND OBJECTS

A. The name of THE CLUB shall be the FORT LAUDERDALE DOG CLUB, Inc. (Hereafter referred to as THE CLUB).

B. The objects of THE CLUB shall be:

1. To encourage the advancement of all breeds of pure-bred dogs and to do all possible to bring their natural qualities to perfection.
2. To urge members and breeders to accept the American Kennel Club approved breed standards.
3. To do all possible to protect and advance the interest of pure-bred breeding and exhibiting under the highest standards, to educate and encourage the public's interest in same, to encourage sportsmanlike competition in dog shows and obedience trials, to stimulate interest in the general public, and youth, in particular, in these purposes.
4. To conduct dog shows, sanctioned matches and obedience trials under the American Kennel Club rules and the rules of this club.
5. To devote all profits to furtherance of the above and other pure-bred dog oriented projects, making specific donations to charitable and scientific organizations, with special emphasis upon dog philanthropies and educational advancements, providing, however, any contribution must be favorably voted upon by a majority of those voting at a general meeting, and to all other matters permitted by law and not prohibited by the Charter and By-Laws of the American Kennel Club.

ARTICLE II - MEMBERSHIP

A. There shall be three types of membership:

1. **Active Membership** - Open to all persons 18 years and older, in good standing with the American Kennel Club, of good moral character, and who subscribe to and conform to the purposes of THE CLUB, which persons who then become members shall thereafter be referred to in these By-Laws as "members". A member in good standing must be current in dues payment.
2. **Honorary Membership** - Persons may be elected to such membership by two-thirds majority vote of those members present and voting at a meeting of the general membership upon recommendations of two-thirds (2/3) of those voting at a meeting of the Board of Directors (hereafter referred to as the Board), based upon a determination that such person has given an outstanding contribution to this Club or to pure-bred dogs, their breeding, exhibiting, training or treatment. However, Honorary Members shall not be required to pay dues and shall not be entitled to vote, which membership shall be renewable annually at the option of THE CLUB under the same terms as Honorary Membership is initially granted.
3. **Life Membership** - Active members only may be elected to such membership by two-thirds majority vote of those members present and voting at a meeting of the general membership upon recommendation of two-thirds (2/3) of those voting at a Board Meeting, based upon a determination that such person has given an outstanding contribution to this Club. Such Life Members would not be required to pay dues but would have an active status in THE CLUB, with all voting rights.

B. While membership is to be unrestricted as to residence, THE CLUB's primary purpose is to be representative of and to perform services for breeders and exhibitors in the local area.

C. In order to become a member:

1. He or She must be sponsored by a member and attend at least two meetings before the membership application is voted upon by THE CLUB Membership.
2. Must truly and accurately complete the membership application and submit same to the Membership Committee, which shall then review same within thirty (30) days after receipt and make their report to the next Board Meeting following the Membership Committee meeting.

D. The recommendation of the Membership Committee shall be kept confidential and submitted directly to the Board only.

E. At the earliest possible general meeting next following the Board Meeting at which the membership application was favorably voted upon, the General Membership shall then consider new membership application, and if two-thirds (2/3) of those members present and voting favor same, persons shall be offered membership.

F. Membership shall terminate when any of the following occur:

1. The member resigns, if in good standing, i.e. that he is current in dues payments and has no disciplinary proceedings pending against him.
2. Automatically when any member's dues remain unpaid in whole or part, for 90 days after the first day of the fiscal year, unless written application of the membership to the Board is made asking for a dispensation and the Board, upon good cause, does grant up to an additional 60 days grace period, in which said dues are in fact paid.
3. Expulsion, by which his membership then is voided and terminated automatically.

G. When any member's membership is terminated, he no longer has any interest in the assets of THE CLUB, and in any event, has no interest therein, except as provided by the Charter and By-Laws.

ARTICLE III - DUES

Dues shall be set by the Board. They are due and payable on or before the first day of each fiscal year. Members joining after the end of the seventh month of the fiscal year shall have to pay only one-half (1/2) of the dues for that year. The Treasurer shall bill each member for dues at or about 30 days before they become due and shall notify each member whose dues are delinquent that his membership will automatically terminate 90 days after January first unless paid, which notice shall be sent in the month of February. No member may vote, be elected to office or be a committee member unless his dues are paid.

ARTICLE IV - MEETINGS

A. **Club Meetings** - Monthly meetings of THE CLUB shall be held in the Fort Lauderdale area in the months of January through December in each year, at such hour and place as may be designated by the President. Written notice of each meeting shall be mailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meeting will be 10.

B. **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, or by the Secretary upon receipt of a petition signed by 10 members of THE CLUB who are in good standing, which petition sets forth, for the purpose of the meeting. Such special meetings shall be held in the Fort Lauderdale area and at such hour and place as may be designated by the person or persons authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Secretary at least 5 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 10.

C. **Board Meetings** - Meetings of the Board of Directors shall be held in the Fort Lauderdale area at such hour and place as may be designated by the President or by the majority of the Board upon written request to the Secretary. Notice of such meeting shall be made by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting will be 5.

ARTICLE V - DIRECTORS AND OFFICERS

A. **Board of Directors** - The Board shall be composed of the President, Vice President, Secretary, Treasurer, immediate Past President and three other persons, all of whom shall be elected for one year terms at THE CLUB's annual meeting as provided in Article VI. To be eligible, one must be eligible to vote and one shall have attended at least six meetings in the twelve month period immediately preceding the month in which nominations are held. The general management of THE CLUB's affairs shall be entrusted to the Board except where otherwise given the membership as provided in the Charter or By-Laws.

B. **Officers** - THE CLUB's officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in the respective capacities both with regard to THE CLUB and its meetings and the Board and its meetings, all of whom shall be elected for one year terms as provided in Article VI and must be members eligible to vote, having attended at least six meetings in the twelve month period immediately preceding the month in which nominations are held.

1. **The President** 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 this Constitution and By-Laws.
2. **The Vice President** shall have the powers and exercise the duties of the President in case of the President's death, absence or incapacity.
3. **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. He shall have charge of the correspondence received, 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, and carry out such duties as are prescribed in the Constitution and By-Laws.
4. **The Treasurer** shall collect and receive all moneys due or belong to THE CLUB and receipt therefore. He shall deposit the same in a bank satisfactory to the Board, in the name of THE CLUB. His books shall at all times be open to inspection of the Board and he shall report to them at every meeting and the condition of THE CLUB's finances and every item or receipt of payment not before reported, and at the annual meeting he shall render an account of all money received and expended during the previous fiscal year. He shall keep a separate record of all show moneys and report such apart from the general fund.

C. **Vacancies** - Any vacancies occurring on the Board or elected officers during the year shall be filled for unexpired term of office by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy.

D. **The Board of Directors** shall have the power to recommend the removal of any officer of THE CLUB for violations, or for neglect of duty by two-thirds (2/3) vote of the members of the Board, provided that a report of such action is made to THE CLUB, being of those present and voting at a meeting especially noticed for such consideration.

E. **The President, Treasurer or any other officer** who is authorized by the Board to sign Club checks shall furnish bond, the cost of which shall be borne by THE CLUB in an amount to be determined by the Board.

F. **The Directors** shall meet at least four times a year, once in each quarter, as called for by the President and noticed by the Secretary. When word "office" is used in these By-Laws, it shall apply to the positions of those persons elected as Officers and Directors. Officers may not be elected to more than two consecutive terms, although they may subsequently be elected in a subsequent year after the intervention of one term and year in which they did not serve in that capacity.

ARTICLE VI - THE CLUB YEAR, ANNUAL MEETING, ELECTIONS, NOMINATIONS AND VOTING

A. No member or director may vote as such at any meeting where his dues are not current, as "current" is defined in the By-Laws.

B. All members and directors voting shall do so in person. All votes, unless otherwise provided, shall be of a majority of those present and voting.

C. **Club Year** - THE CLUB's fiscal year shall begin on the first day of January and end on the last day of December.

D. **Annual Meeting** - The annual meeting shall be held in the month of December at which Directors and Officers for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Paragraph "G" of this article. They shall take office immediately upon the conclusion of the annual meeting and each retiring officer shall turn

over to his successor in office all properties and records relating to that office within 30 days after the election.

E. **Proxies** - The nominated candidates receiving the greatest number of vote for each office shall be declared elected. The three nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

G. **Nominations** - No person may be a candidate in a Club election who has not been nominated. During the month of October, the Board shall select a Nominating Committee consisting of 5 members and 2 alternates, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Chairman of the Committee and it shall be his duty to call a committee meeting, which shall be held on or before October 15th.

1. The Committee shall nominate one candidate for each office and three candidates for the three other positions on the Board, all of whom must be active members in good standing, and will accept such nominations and have been active members not less than one year. The Committee will immediately report their nominations to the Secretary in writing. No member of the Nominating Committee shall be nominated by the Nominating Committee for an elective office.
2. Upon receipt of the Nominating Committee's report, the Secretary shall forthwith notify each member of the candidates so nominated on the notice of the November meeting.
3. Additional nominations may be made at the November meeting only by an active member in attendance, provided that a person so nominated is a member in good standing and does not decline when his name is proposed and provided, further, that if the proposed candidate is not in attendance at this meeting, his proposer shall be present to the Secretary in written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one office. The additional nominations which are provided for herein may be made only from among those members who were not nominated by the Nominating Committee or who did not decline such nominations as above provided.
4. Nominations cannot be made at the Annual Meeting or in any other manner other than as provided in Paragraph "G," Article VI.

ARTICLE VII - FINANCIAL INFORMATION

A. The Treasurer shall provide written reports at the monthly meeting setting forth the total assets and liabilities at the beginning of the month and at the end of the month, plus the total of Income and the total of expenses for the month. The report of the Treasurer shall be for the month preceding the month of the meeting.

B. Yearly, at the earliest practicable meeting, the Treasurer shall submit to the membership a balance sheet and profit-and-loss statement for the preceding fiscal year. These financial statements shall be prepared by a certified public accountant designated by the directorship. These statements do not have to be certified or the opinion unqualified except that cash on hand, in bank or otherwise, shall be verified.

C. The bookkeeping system and records shall be established by said accountant.

ARTICLE VIII - COMMITTEES

A. On or before the second membership meeting of each year, the president shall announce the chairman and membership of standing committees. Committees shall be the Show Committee, the Obedience Committee, the Membership Committee, the Judges Committee and such other standing committees as may be deemed advisable.

B. The Board, upon recommendation of the President, shall appoint chairmen and members for the Standing Committees. Special Committees may also be appointed from time to time by the President or the Board for a specific purpose after the completion of which they shall be automatically dissolved.

All committees and their efforts shall always be subject to the approval of and under the supervision of the Board. At the meeting in which the officers and directors are elected, the general membership may make known the names of those persons whom they deem suitable for appointment to committee membership. While the Board is not obligated to accept these members, it shall give its serious consideration to the recommendations made by the members.

The Committee appointments, including Chairmanships, shall be appointed by a majority vote of the Board. Removal and appointment shall be effective upon passage of such action, and the Secretary shall properly notify the affected member by written notice. At the next membership meeting, same shall be reported to THE CLUB.

C. **There shall be an Obedience Committee.** The Committee shall, among other things, be responsible for the operation of training classes, obedience matches and obedience trials. The Committee shall select the trainers and establish the training program. The committee and trainers shall hold such meetings as they deem necessary. Within 45 days after the Obedience Committee is selected, it shall meet and prepare a proposed budget and activity agenda for the year, which will then be submitted to the Board for its consideration, and within 30 days thereafter, the Board shall meet and adopt a budget and agenda of activities for the Obedience Committee. The budget shall be broken down into general and specific categories, and both the budget and activities agenda may be amended from time to time upon the recommendation of the Committee and approval by the Board. The funds when budgeted may be drawn upon by the Treasurer, upon the request of the Committee Chairman, providing that appropriation is within the terms of the approved budget. Such funds as collected by the Obedience Committee shall be turned over to the Treasurer for deposit in THE CLUB bank account. The Obedience section may be charged for training and lessons, and for entries in matches, and may also allocate reasonable funds for compensation of trainers, providing same is approved by the Board. Obedience Trails, while in conjunction with AKC approved shows, shall be under the overall supervision of the Show Committee, but under specific direction of the Obedience Trail Chairman, who shall be appointed by the Show Committee in conjunction with the Obedience Committee suggestions, subject to Board approval.

D. The Board shall select **a Show Committee and a Committee Chairman,** which Committee shall be in charge of all AKC approved dog shows. The Committee shall endeavor to submit to the Board a budget broken into general and special items of expenditures, which may be amended from time to time, and which is subject to the approval of the Board, and shall keep such records as are necessary to reflect the Income and expenses of each show. The Show Committee Chairman may submit to the Treasurer for payment such appropriations as are within the approved budget, and the Treasurer shall make such disbursements. The Show Committee shall consult with THE CLUB Membership as to judges, and the general membership when called upon by the President at the meeting, submit names of persons for judges, which shall be given consideration by the Judges Committee. Show time, dates and locations selected by the Show Committee are subject to the approval of the Board. As to judges for Obedience Trials, the Obedience Committee shall submit to the Judges Committee his recommendations for judges also. In lieu of having general recommendations made for judges at a Membership Meeting, the President may request that choices be made to the Judges Committee by any members in writing on or before a certain time with respect to each show.

E. Each Standing Committee shall have at least one member added yearly, who is not a member in the preceding year, and the Committee Membership may either be expanded or a committee member from the preceding year may be dropped; this is to be at the discretion of the Directors, it not only being the intention of this provision to establish a method by which there is continuing in Committee Membership, but also by which new members shall be added to the Committee annually. Within 15 days from the last day of each fiscal year, the Chairman of each Committee shall submit to the President a written report of the activities of the Committee, together with such recommendations and comments as may be deemed appropriate. This shall be kept by the Secretary as permanent records of THE CLUB.

ARTICLE IX - DISCIPLINE

A. **American Kennel Club Suspension** - Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

B. **Charges** - The Board or any active member may prefer charges against a member for alleged misconduct prejudicial to the best interest of THE CLUB. Written charges with specifications must be filed in duplicate with the Secretary. If member prefers the charges, he shall deposit \$20.00 with the charges which shall be forfeited if such charges are not sustained. The Secretary shall promptly notify the Board which shall meet and fix a date of a Board hearing no less than 3 weeks, nor more than 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 own defense and bring witnesses if he wishes.

C. **Board Hearing** - The Board shall have complete authority to decide whether counsel may attend the hearing, but both complaintant and defendant shall be treated uniformly in that regard. Should the Board find that the evidence and testimony presented by complaintant and defendant, the Board may, by a majority vote of those present, 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 the 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 recommendations. Immediately after the Board has reached a decision, its findings 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.

D. **Expulsion** - Expulsion of a member from THE CLUB may be accomplished only at a meeting of the membership following a Board hearing, and upon the Board's recommendation as provided in Paragraph "C" 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 findings and 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 at the meeting shall be necessary for expulsion; if expulsion is not so voted, the Board's suspension shall stand unless the membership reverses the Board by a two-thirds vote by written secret ballot. Secret ballots shall be counted by the President and Secretary who shall certify same.

ARTICLE X - AMENDMENTS

The By-Laws may be amended by a two-thirds (2/3) vote of the active members present and voting at any regular or special meeting called for that purpose, but the proposed

amendments must be sent with the call for any such meeting and mailed to each member at least two weeks prior to the date of such meeting.

ARTICLE XI - 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 the event of a dissolution of THE CLUB, whether voluntary or involuntary, or by operation of law, none of the property of THE CLUB, nor any of the 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, as selected by majority vote of the membership, notwithstanding any provision to the contrary herein stated in these By-Laws.

ARTICLE XII - RULES OF ORDER OF BUSINESS

A. At meetings of THE CLUB, the order of business, so far as character and nature of the meeting may permit, shall be as follows:

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| 1. Roll Call | 8. Election of Officers & Board (at Annual Meeting) |
| 2. Minutes of last meeting | 9. Election of new members |
| 3. Report of Board (if any) | 10. Unfinished business |
| 4. Report of President | 11. New business |
| 5. Report of Secretary | 12. Adjournment |
| 6. Report of Treasurer | |
| 7. Report of Committees | |

B. Except where in conflict with the Articles of Incorporation or these By-Laws, ROBERTS RULES OF ORDER shall govern the conduct of the meeting. The President may elect a permanent or special parliamentarian. The duty of the parliamentarian is to give advice to the President, when the President so requests, in connection with any procedure or a Rule of Order.

ARTICLE XIII - DELEGATES

A. There may be appointed a delegate and alternates to the Florida Association of Kennel Clubs (FAKC) as recommended by the President and as approved by the Board. They shall be selected by no later than the second meeting of each fiscal year.

B. There may be appointed a delegate to the American Kennel Club (AKC) as recommended by the President and approved by the Board.

C. Such delegates attending meetings as directed by the Board may, at its discretion, receive payment for reasonable expenses from THE CLUB. At all meetings attended by any delegate or alternative, said person shall record the activities of the meeting and shall make a written report to the Board. No action may be taken by any delegate to bind THE CLUB except when approved or ratified by a majority vote of the Board. Delegates shall follow the wishes of the Board, and, where possible, shall advise the Board of principal matters in advance of meetings so as to ascertain its wishes. Also, where feasible, delegates shall review at Club meetings important issues to be raised at ensuing FAKC and AKC meetings, so as to learn of members' wishes. A report by delegates as to meetings attended and business accomplished should be made at the next Club meeting after such FAKC or AKC meeting is attended.