

The Greater Gainesville Dog Fanciers' Association, Inc.

By-Laws

Revised 08/08/06 & 10/10/06

ARTICLE I.

Name and Objectives

Section 1. The name of the Club shall be The Greater Gainesville Dog Fanciers' Association, Inc.

Section 2. The objectives of the Club shall be:

- a) to further the advancement of all breeds of purebred dogs.
- b) to do all in its power to protect and advance the interests of all breeds of purebred dogs and to encourage good sportsmanlike competition at dog shows and trials.
- c) to conduct sanctioned matches, shows, trials and events under the rules of the American Kennel Club.

Section 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues or donations to the Club shall benefit 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 objectives.

ARTICLE II.

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 April 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 the successor in office all properties and records relating to that office within 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 4 nominated candidates for positions on the Board who receive the greatest number of votes for such positions shall be declared elected. Any ties will require a run off vote. Everyone votes again for those tied. In the event of a third tie, the election is not concluded and a special board meeting will be called to cast the final vote. At that time the election is concluded and the Secretary will notify new officers and directors of their election to office.

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 shall be a member of the Board. The Secretary shall immediately notify the committee and alternates of their selection. The Board shall name a Chairperson for the Committee and it shall be the Chair's duty to call a committee meeting, which shall be held on or before February 1st.

The Committee shall nominate one candidate for each office and 4 candidates for the 4 other positions on the Board, and, after securing the consent of each person nominated, shall immediately report their nomination to the Secretary in writing.

- a) Upon receipt of the Nominating Committee's Report, the Secretary shall notify each member in writing of the candidates so nominated before February 15th.
- b) Additional nominations may be made at the March meeting by any voting member in attendance, provided that the person nominated does not decline when his/her 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. Additional nominations which are provided for herein may be made only among those members who have not previously accepted a nomination of the Nominating Committee.
- c) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

ARTICLE III.
Directors and Officers

Section 1. Board of Directors. The Board shall be comprised of the President, 1st and 2nd Vice Presidents, Secretary, Treasurer and 4 other persons 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 II and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Officers. The Club's Officers, consisting of the President, 1st and 2nd Vice Presidents, 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) **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 these By-Laws.
- b) **The 1st Vice President** shall have the duties and exercise the power of the President in case of the President's death, absence or incapacity.
- c) **The 2nd Vice President** shall have the duties and exercise the power of the President in case of the President's and 1st Vice President's death, absence or incapacity.
- d) **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/she shall have charge of the correspondence, notify members of meetings, and keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in these By-Laws.
- e) **The Treasurer** shall collect and receive all monies due or belonging to the Club, and shall deposit the same in a bank designated by the Board, in the name of the Club. The Treasurer's books shall at all times be open to inspection of the Board and the Treasurer shall report to them at every meeting 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 monies 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 for the unexpired term of office by a majority vote of all the current 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 1st Vice President and the resulting vacancy of the office of 1st Vice President shall be filled by the Board.

Section 4. Attendance at Meetings.

- a) If a Club Officer or Board member fails to attend regular monthly meetings for 3 consecutive months, or otherwise fails to perform any of the duties devolving upon him/her as an officer or director, his/her office may be declared vacant by a vote of the Board and the vacancy filled herein provided in Section 3.
- b) If a Club Officer or Board member fails to attend regular Board meetings for 3 consecutive months, his/her office may be declared vacant by a vote of the Board and the vacancy filled herein provided in Section 3.

ARTICLE IV.
Membership

Section 1. Eligibility: While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

- a) **Voting Membership:** Open to all persons eighteen (18) years and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.
- b) **Junior Membership:** Shall be for individuals under 18 years. Such members shall not be entitled to vote or hold office.
- c) **Lifetime Membership:** May be accorded by a majority vote of the Board of Directors upon members with 20 consecutive years of good standing as a member of the Club. Lifetime members shall have the right to vote and hold office. The Board may consider deserving individuals based on evaluation of outstanding service.

Section 2. Dues. There shall be three types of dues, and they shall be payable on or before the 1st day of January of each year.

- a) Individual \$12.00 per year
- b) Family (spouse or significant other & children under 18 years of age) \$15.00 per year
- c) Junior (if not in conjunction with a family or individual membership) \$ 3.00 per year
- d) Lifetime members whom the Board had granted lifetime membership are exempt from paying dues.

No member may vote whose dues are not paid for the current year. During the month of March, the Treasurer shall send each member a final statement of his dues for the ensuing year. A new member joining after November 15th shall be granted a membership for the year with dues pro-rated.

Section 3. Election to 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 these By-Laws, Code of Ethics and the rules of the American Kennel Club. The application shall be sent to the Membership Chair accompanied with payment for dues. Application will be read at the first meeting upon receipt and the applicant shall be required to attend two consecutive regular

meetings for the reading before they may be elected to membership. Affirmative vote of 75% of the members present and voting at that meeting shall be required to elect the applicant provided a quorum has been met per Article V. At the conclusion of readings, all applications are to be filed with the Secretary.

Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection. Former members in good standing who desire to be reinstated as members of the G.G.D.F.A. may do so upon application and payment of dues providing 75% of the attending membership at the general meeting approves provided a quorum has been met per Article V.

Section 4. Termination of Membership. Membership may be terminated:

- a) **by resignation.** Any member in good standing may resign from the Club upon written notice to the Secretary.
- b) **by lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent members
- c) **by expulsion.** A membership may be terminated by expulsion as provided in Article VII of these By-Laws.

ARTICLE V. Meetings and Voting

Section 1. Club Meetings. Meetings of the Club shall be held in the Greater Gainesville, Florida, area on the 2nd Tuesday of each month, at such hour and place as may be designated by the Board of Directors. Written notice of such meeting shall be provided by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meeting shall be 20% of the members in good standing. As necessary, the majority of the Board may change meeting date.

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 the Greater Gainesville, Florida, area 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 meeting shall be provided 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 meeting shall be 20% of the members in good standing.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held in the Greater Gainesville, Florida, area on the 4th Tuesday of each month, at such hour and place as may be designated by the Board. Written notice of each such meeting shall be provided by the Secretary at least 5 days prior to the date of the meeting. The quorum for such meeting shall be the majority of the Board. As necessary, the majority of the Board may change meeting date.

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 3 members of the Board. Such special meetings shall be held in the Greater Gainesville, Florida, 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 provided by the Secretary at least 5 days and not more than 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. The quorum for such meeting shall be the 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/she is present. Proxy voting will not be permitted at any Club meeting or election

ARTICLE VI. Committees

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, trials, 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.

Section 2. The Newsletter Editor is a position appointed by the Board and has no vote on the Board. The Newsletter Editor shall be the liaison between the Board and the general membership. As such he/she shall be responsible for the production of the monthly newsletter and make certain that it is sent to all regular Club members in good standing on a regular basis and carry out such other duties as are assigned by the Board.

ARTICLE VII. Discipline

Section 1. 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.

Section 2. Charges. Any member may prefer charges against a 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 \$25.00, 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 of a hearing by the Board not 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 notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he/she so 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 respect. 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 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 is insufficient, it may also recommend to the membership the penalty of expulsion. In such cases, 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/she so wishes. The members shall then vote by secret ballot on the proposed expulsion. A 75% vote of those present and voting at the meeting shall be necessary for expulsion provided a quorum has been met per Article II. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VIII. Amendments

Section 1. Amendments. Amendments to the By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20% of the voting 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 from the Board by the Secretary for a vote within 3 months of the date when the petition was received by the Secretary.

Section 2. The By-Laws may be amended by a 75% vote of the members present and voting at any regular meeting 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 and provided a quorum has been met per Article V.

**ARTICLE IX.
Dissolution**

Section 1. Dissolution. The Club may be dissolved at any time by the written consent of not less than 75% of the members. In the event of the dissolution of the Club 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 X.
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 the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Election of Offices and Board (at annual meeting)
- Reports of the Committees
- Unfinished Business
- New Business
- Brags
- 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:

- Minutes of last meeting
- Report of the Secretary
- Report of the Treasurer
- Reports of the Committees
- Unfinished Business
- New Business
- Adjournment

Section 3. Any committee appointments 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 XI.
Parliamentary Authority**

Section 1. The rules contained in the current edition of *Robert's Rules of Order* 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 special rules or order the Club may adopt.