

Constitution and By-Laws of the Mid-Florida Shetland Sheepdog Club, Inc

Revised by the Membership on 3/30/09 and approved by The A.K.C. on TBD

CONSTITUTION

ARTICLE I

NAME AND MISSION

Section 1. The name of the Club shall be the **Mid-Florida Shetland Sheepdog Club, Inc**

Section 2. The mission of the Club shall be:

- (a) To encourage and promote quality in the breeding of purebred Shetland Sheepdogs and to do all possible to bring their natural qualities to perfection.
- (b) To encourage the membership to a lifetime responsibility for their Shetland Sheepdogs, their Sheltie's offspring and to the education of others as all are necessary for the protection and advancement of the breed, and to generate publicity on any matter affecting the welfare of the breed.
- (c) To urge members and breeders to accept the Standard of the breed, as adopted by the American Shetland Sheepdog Association and as approved by The American Kennel Club as the only standard of excellence by which Shetland Sheepdogs shall be judged and to encourage the study of the standard by breeders, judges, dog show committees and others interested in the advancement of the breed.
- (d) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike conduct at dog shows, performance events and any other breed related activities including but not limited to meetings, seminars, etc.
- (e) To conduct sanctioned matches and licensed specialty shows and performance 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 any profits or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

Section 4. The members of the Club shall adopt and may from time to time revise such By-Laws as may be required to carry out the club's mission.

BY-LAWS

ARTICLE I

MEMBERSHIP

Section 1. Eligibility. Any person residing in the territorial limitations as established for this Club by the American Kennel Club, being in good standing with the American Kennel Club, and who subscribes to the purposes of the Club as set forth in the Constitution and By-Laws shall be eligible; members under the age

of eighteen (18) shall be non-voting, nor shall they be elected to office, but shall be encouraged to attend and participate in club activities until they may vote.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in the Central Florida area.

Section 2. Dues. The Club shall establish membership dues for all members as may be voted on by a majority of members present and voting at any regular meeting. Said dues are payable on or before the first day of July of each year. During the month of May, the Treasurer shall send to each member a statement of his or her dues for the ensuing year. Late due payment will be allowed for a period of 60 days from the first day of July of each year with the retention of membership status but no member may vote whose dues are not paid for the current year. Dues not paid before the end of the 60 day grace period will result in membership termination with the option for membership reinstatement.

Section 3. Election to Membership. Each applicant shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by this Constitution and By-Laws and the rules of the American Kennel Club. All applications are to be filed with the Vice-President. Accompanying the application the prospective member shall submit dues payment for the current year which is non-refundable.

Club members will be notified at the next general meeting that an application was received and the application will be read at that time. It will be the responsibility of the membership as a whole and in particular the Vice-President to keep the Associate member informed of all club activities, be of general support and guidance, and to familiarize themselves with the applicant and any of his/her activities which may be contrary to these Constitution and By-Laws or the rules of the American Kennel Club. Prospective member(s) shall maintain Associate membership for a period of at least 6 months from the date the application is read. As an Associate member the individual will not be permitted to vote but may be assigned to a committee as an assistant.

One month prior to election to general membership, notification of such election will be sent to the members. At each election meeting the application will be voted upon and affirmative votes of a simple majority of the members present at the meeting shall be required to elect the applicant(s). Voting will be by secret ballot. The Secretary or another officer present and one other club member shall count the ballots. Applicant shall be notified of the outcome of the vote at the meeting if present or by the club Secretary within ten (10) days of the election. The results will be posted or announced at the next meeting. Applicants for membership who have been rejected by the club may reapply six months after such rejection.

Section 4. Membership Reinstatement. Terminated memberships can be considered for reinstatement upon the completion of a Reinstatement Application form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by this Constitution and By-Laws and the rules of the American Kennel Club. All applications are to be filed with the Vice-President. Accompanying the application the prospective member shall submit dues payment for the current year which is non-refundable. Club members will be notified at the next general meeting that an application was received and the application will be read at that time.

At the next general meeting, the application will be voted upon and affirmative votes of a simple majority of the members present at the meeting shall be required to elect the applicant(s). Voting will be by secret ballot. The Secretary or another officer present and one other club member shall count the ballots. Applicant shall be notified of the outcome of the vote at the meeting if present or by the club Secretary within ten (10) days of the election. The results will be posted or announced at the next meeting. Applicants for membership who have been rejected by the club may reapply six months after such rejection.

Section 5. Termination or Suspension of Memberships. Memberships may be terminated and/or suspended:

- (a) By resignation. Any member in good standing may resign from the Club upon written notice to the Secretary. Upon a member's resignation, club debts should be settled and property of the club should be returned. Dues and other financial obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year. No part of the annual dues shall be refunded to a resigning member.
- (b). By lapsing. A membership shall be considered as lapsed and automatically terminated if such members dues remain unpaid sixty (60) days after the first day of the fiscal year. In no case may a person be entitled to vote at any Club meeting whose dues are not paid as of the date of that meeting.
- (c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of this Constitution and By-Laws. Notification shall be sent to the American Kennel Club of such expulsion.
- (d) By conviction. A membership will be terminated if any member is convicted by criminal or civil judicial process of charges of dog abuse, neglect, or any other charge involving unlawful activities connected with the ownership, sale, transfer or transportation of dogs; or suspension from the American Kennel Club for cruelty to animals, or registration or record keeping improprieties. Membership so terminated will not be automatically reinstated upon successful appeal. Persons affected may reapply for membership in the normal manner. The Board of Directors must be provided with copies of any successful appeal and proof of American Kennel Club reinstatement at the time the application is submitted.

ARTICLE II

MEETINGS AND VOTING

Meetings are defined as gatherings where attendees see and/or hear each other for purposes of conducting Club business. This includes meeting (in person) "physically" in the same room or conducting a meeting by electronic means.

Section 1. Club Meetings. Meetings shall be held in Central Florida at least six (6) times a year on such date and at such hour and place as may be designated by the President. Written notice of each meeting shall be sent by the Secretary via mail or electronic means seven (7) days prior to the date of the meeting. The quorum for such meetings shall be 15% 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 at any regular or special meeting of the Board or by the Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held in Central Florida on such a date, at such an hour and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such a meeting shall be 15% of the members in good standing

Section 3. Board Meetings. Meetings of the Board of Directors shall be held in Central Florida at least four (4) times a year, on such date, at such hour and place as may be designated by the President. Business of the Board of Directors may be conducted by mail and electronic means. Written notice of each meeting shall be sent by the Secretary via email, mail or posted in the newsletter or on the Club website seven (7) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. Business of the Board of Directors may be conducted by electronic means provided the following precautions are in place.

Section 4. Special Board Meetings. Special meetings of the Board may be called by the President or by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such

special meetings shall be held in Central Florida and on such date, at such hour and place as may be designated by the person authorized herein to call such a meeting. Written notice of such a meeting shall be mailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting or electronic notice shall be filed at least three (3) days and not more than five (5) days prior to the date of the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such a meeting shall be a majority of the board.

Section 5. Voting. Each full 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 or she is present. Voting privileges will be restricted to members eighteen (18) years of age and older. Proxy will not be permitted at any Club meeting or election. Voting procedures for officer elections and for membership shall be by secret ballot.

Section 6. Voting by electronic means in Lieu of Meeting. Any action that could be taken by a vote of the membership at a physical gathering can be voted upon by electronic means, same voting rules apply.

ARTICLE III

DIRECTORS AND OFFICERS

Section 1. Board of Directors. The Board shall be composed of the President, Vice-President, Secretary, Treasurer and three (3) Directors, all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article IV. 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, 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. No President may succeed himself in the same office more than once. Officers must have been full members in good standing for a period of ninety (90) days at the time of election.

- (a) The President shall preside at all meetings of the Club and Board, and shall have the duties and powers normally pertaining to the office of President in addition to those particularly specified in these Constitution and By-Laws.
- (b) The Vice-President shall greet, welcome and introduce all guests. He or she shall also have the responsibility for all membership applications and attendance records. The Vice President shall also keep the Associated members informed of all club activities and provide general support and guidance. In addition, the Vice-President has the duties and exercises the powers of the President in case of the President's death, absence or incapacity
- (c) The Secretary shall keep a record of all meetings of the Club and the Board and all matters of which a record shall be ordered by the Club. The Secretary shall 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 members of the Club with their addresses, and carry out such other duties as are prescribed in this Constitution and By-Laws.
- (d) The Treasurer shall collect and receive all monies due or belonging to the Club and receipt therefore. The Treasurer shall deposit the same in a bank approved by the Board, in the name of the Club. The Treasurer's books shall always be open for inspection by 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. At the Annual Meeting, the Treasurer shall render an account of monies received and expended during the previous fiscal year. The Treasurer's accounts shall be audited by a committee of three (3) appointed by the President and within at least two (2) weeks before the term expires. The Treasurer and the President shall be bonded or the Club Treasury shall be placed in an organizational account requiring two officers' signatures (the Treasurer's and the President's and one other officer as designated by the Board of Directors)

be on the signature cards recognized by the bank. In the event the Treasurer is not available, the President, upon approval of the Board of Directors, is empowered to disburse money.

Section 3. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all the then 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, NOMINATIONS

Section 1. Club Year. The Club's fiscal year shall begin July 1 and end on June 30. 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. The elected Officers and Directors shall take office immediately upon the conclusion of the annual meeting and each retiring Officer shall turn over to his/her successor in office all properties and records relating to that office within thirty (30) days after such annual meeting.

Section 2. Annual Meeting. The annual meeting shall be held in the month of June at which directors and officers for the ensuing year shall be voted on and installed. They shall take office immediately upon installation at the annual meeting and shall continue through the election at the next annual meeting.

Section 3. Elections. The nominated candidate receiving the greatest number of votes 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. Officers and directors for the ensuing year shall be elected at the June meeting by secret, written ballot from among those nominated in accordance with Section 4 of this Article.

Section 4. Nominating Committee. No person may be a candidate in a Club election who has not been nominated. During the month of March, the Board shall select a nominating committee consisting of three members, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the committeemen of their selection. The Committee shall name a Chairman for the committee and it shall be his or her duty to call a committee meeting that the slate must be presented in May. The results of this meeting may be sent via mail or electronic means. The nominating committee may conduct its business via mail or electronic means.

- (a) The committee shall nominate one candidate for each office and 3 candidates for the 3 other 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 notify each member in writing of the nominees via mail or electronic means.
- (c) Additional nominations may be made at the May meeting by any member in attendance and who is in good standing with the Club, provided that the person so nominated 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 present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one office, and the additional nominations that are provided for herein may be made only from those members who were not nominated by the Nominating Committee.
- (d) Nominations cannot be made at the election meeting in any manner than as provided in this section.

ARTICLE V

COMMITTEES

Section 1. The President, with the approval of the Board, may appoint standing or special committees to advance the work of the Club.

Section 2. Any committee appointment may be ended by a majority vote of the full membership of the Board and upon written notice to the appointee. The President, with the approval of the Board, may appoint successors to those persons whose service has ended or been terminated.

ARTICLE VI

DISCIPLINE

Section 1. American Kennel Club Suspension. Any member who is suspended from all privileges of 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 \$50.00 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 or 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 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the board's suspension shall stand.

ARTICLE VII

AMENDMENTS

Section 1. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent (20%) of the membership in good standing on the date of mailing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

Section 2. The Constitution and By-Laws may be amended by a two-thirds (2/3) vote of the full 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 (2) weeks prior to the date of the meeting.

ARTICLE VIII

LIABILITY

Section 1. Any and all officers and directors of the Club shall be indemnified and held harmless by the Club of any act, omission, representation, or conduct from said officer or director while performing duties of an officer or director and acting as an agent, and under the authority of the Club provided said officer or director is acting within the scope of authority of as an officer or director of the Club and is not acting in a wanton, reckless, malicious, or grossly negligent manner.

ARTICLE IX

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 full members. 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 or any proceeds thereof nor any assets of the Club shall be given to any member of the Club. After payment of the debts of the Club, its property and assets shall be sold. The profits and other monetary assets shall be given to a charitable organization selected by the Board of Directors, for the benefit of dogs.

ARTICLE X

ORDER OF BUSINESS

Section 1. All meetings shall be conducted under Robert's Rules of Order.

Section 2. At the 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 by signature sheets
- Reading of minutes of last meeting
- Report of the Board
- Report of President
- Report of the Vice President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at the June meeting)
- Election of new members
- Unfinished Business
- New Business
- Installation of Officers and Board (at June meeting)
- Adjournment

Section 3. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

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