

**Greater Miami
Dog Club, Inc.
Constitution
and
By-Laws**



*Adopted January 14, 2009
AKC Approved March 6, 2009*

CONSTITUTION

ARTICLE I: NAME AND OBJECTS

SECTION 1. The name of the Club is the GREATER MIAMI DOG CLUB, INC.

SECTION 2. The purposes of the Club are:

(a) To further the advancement of all breeds of pure-bred dogs;

(b) To conduct dog shows, obedience trials, match shows and other sanctioned or licensed events under the Rules and Regulations of the American Kennel Club (AKC);

(c) To do all in its power to protect and advance the interest of all breeds of pure-bred dogs and to encourage sportsman-like competition at dog shows, obedience trials, and other events sanctioned by the American Kennel Club;

(d) To promote the sport of purebred dogs and breeding for type and function; and to advocate for the purebred dog as a family companion;

(e) To seek to advance canine health and well-being, while working to protect the rights of all dog owners and promoting responsible dog ownership;

(f) Club resources may be used to accomplish the objectives stated above and other pure-bred dog oriented projects, including, but not limited to, charitable, philanthropic, community, and educational projects.

SECTION 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall be paid to the benefit of any member or individual. The Club will not loan money to any of its Members, Directors or Officers and no member has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions or affairs of the Club.

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 objects.

SECTION 5. The Club will keep correct and complete financial books and records, Club records, and minutes of the meetings of its Board of Directors and General Membership.

BY-LAWS

ARTICLE 1:

MEMBERSHIP AND DUES

SECTION 1. Eligibility.

There are four types of membership:

a) **Regular Membership.** Open to all persons 18 years of age and older, who are in good standing with the American Kennel Club, and who subscribe to the purposes of this Club. 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.

b) **Junior Membership.** Open to all those between the ages of 9 and 18 years of age, who subscribe to the purposes of this club and are in good standing with the American Kennel Club. A Junior Member may not hold office or vote. Dues shall be determined by the Membership but shall not exceed half of the regular dues.

c) **Life Membership.** Active members only may be elected to Life Membership and eligibility is based upon a determination that a person has given an outstanding contribution to this Club (20+ years). Election to such membership is by two-thirds (2/3) 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. Life Members are not required to pay dues and shall have a perpetual active status in the Club with all voting rights, but must attend one meeting per year to maintain Life Membership.

d) **Associate Members.** This is for applicants who are unable to attend meetings due to illness or distance. Associate Members do not have the right to vote.

SECTION 2. Dues.

Membership dues shall be determined by the membership, payable on or before the first day of January each year. No member may vote whose dues are not paid for the current year. Prior to November 30, the Treasurer shall send to each member a statement of his/her dues for the ensuing year. In the month of February the treasurer shall mail a notice to any member whose dues are past due, advising the member that their membership will automatically terminate 60 days after January 1st if not paid. Dues shall never be raised more than \$5.00 per year and any adjustment in dues shall not take effect before being published in no fewer than three meeting notices.

SECTION 3. Election to Membership.

Each applicant to membership shall apply on a form as approved by the Board of Directors. The application shall state the name and address of the applicant and other pertinent information required in the application which shall bear the endorsement of two members in good standing.

(a) All applications are to be filed with the Treasurer, and must be accompanied by dues payment which will be returned should the applicant not be approved for membership.

(b) When an application has been submitted, prospective members must have attended at least two regular meetings within a calendar year before being voted on for acceptance by the Membership.

(c) All new applicants will be listed on the Club website and in two meeting notices following receipt of their application. Their application shall be read at two meetings prior to a membership vote on whether or not to admit the applicant to the Club.

(d) To become a member, all applicants must be voted in by two-thirds majority of the members present and voting.

(e) Following a discussion in the absence of the applicant, when it is time to vote on the applicants being considered for membership, the vote

shall take place in the absence of the applicants. The Recording Secretary shall act as Teller over a secret ballot and shall announce the result of the vote. The applicants, if in attendance at the meeting, may return to the meeting place after voting on their application is completed. The Corresponding Secretary shall, upon advice of the President, notify the applicant by mail within 48 hours of their election to membership, as well as in person if the applicant is present at the meeting where voting on their application takes place. Upon acceptance, each new member shall receive a copy of the Club's Constitution, By-Laws and Membership list.

(f) No applicant who has been denied membership shall be considered for membership at any meeting held within six (6) months after the last membership vote in which their application was denied.

SECTION 4. Termination of Membership.

Membership shall be terminated in any of the following ways:

(a) **By resignation.** Any member in good standing may resign from the Club upon written notice to the Recording Secretary. If a member resigns not in good standing, such resignation shall not prevent the Board from collecting monies owed by that member to the Club.

(b) **By lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year. However, the Board may grant an additional 30 days of grace to such delinquent members with reasonable cause. In no such 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 member may be terminated by expulsion as provided in Article VII of these By-Laws.

ARTICLE II: MEETINGS AND VOTING

SECTION 1. Club Meetings.

Meetings of the Club shall be held monthly in Miami-Dade County, Florida, at such hour and place as may be designated by the Board of Directors. The Board may exclude holding meetings in the months in which circumstances prohibit a meeting of the members, but there should be no less than 6 meetings per year. Written notice of each meeting and minutes shall be mailed or emailed by the Corresponding Secretary at least 10 days prior to the date of the meeting provided the members receiving email notice have given written consent to receiving official club communication by this method and such consent is maintained on file with the Recording Secretary. The quorum

for such meetings shall be 20% 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 Board who are present and voting at any regular or special meeting of the Board, and shall be called by the Corresponding 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 Miami-Dade County, Florida, at such place, date and hour as may be designated by the Board. Written notice of such meetings shall be mailed by the Corresponding Secretary at least five (5) days, and not more than 15 days, prior to the date of the meeting, and no other Club business may be transacted. The quorum for such a meeting shall be 20% of the members in good standing.

SECTION 3. Board Meetings.

Meetings of the Board of Directors shall be held in Miami-Dade County, Florida. The Board, by majority vote, shall decide the time, place, date and schedule of their meetings. The Board shall meet not less than six times per year. Written notice of each meeting shall be mailed by the Corresponding Secretary at least 10 days prior to the meeting. The quorum for such a meeting shall be a majority of the Board. A summary of Board minutes may be mailed or emailed to the

membership after they have been read, corrected if necessary and approved by the Board.

a) **Quorum of Directors.** A majority of the Board of Directors then serving will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be a binding act of the Board of Directors unless otherwise provided in these By-Laws.

b) **Teleconference and Videoconference Board Meetings.** A quorum of the Board of Directors may participate in a regular or special meeting of the Board by means of telephone conference or videoconference equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

c) **Waiver of Meeting notices.** Notice of the date, time, place, and purposes of any meeting of Directors may be waived in writing by all Directors before the holding of the meeting with a quorum. The written waiver must be filed with or entered on the minutes of the meeting. The attendance of any Director at any such meeting with a quorum without protesting the lack of proper notice shall be deemed to be a waiver by him or her of notice of the meeting.

d) Action by Directors without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing by email or fax to the adoption of a resolution authorizing the action. The resolution and the written consents by the members of the Board will be filed with the minutes of the next Board meeting.

SECTION 4. Special Board Meetings.

Special meetings of the Board of Directors may be called by the President or the Board upon receipt by the Corresponding Secretary of a written request signed by a majority of the Board. Such request may be emailed. Notice of special meetings shall be mailed or emailed to the entire board by the Corresponding Secretary at least five (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. A quorum for such meeting shall be a majority of the Board. This meeting will be held in Miami-Dade County, Florida, at such place, date and time as designated by the Board.

SECTION 5. Voting.

Each member in good standing whose dues are paid for the current year shall be entitled to vote at any meeting of the Club at which he/she is present and shall only cast their own vote.

Proxy voting is not permitted in the Club. A secret ballot shall be utilized when there are two or more candidates for an office, for election to membership, for decisions involving discipline and whenever the membership, by majority vote at a meeting, requests a secret ballot.

ARTICLE III: 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

Board Minutes (not previously read)

Report of the President

Report of the Recording Secretary

Report of the Corresponding Secretary

Report of the Treasurer

Report of the American Kennel Club
Delegate

Report of Committees

Election of Officers and Board (at
Annual Meeting)

Election of New Members

Unfinished Business

New Business

Adjournment

SECTION 2. At meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

Reading of the Minutes of the Last Meeting

Report of the Recording Secretary

Report of the Corresponding Secretary

Report of the Treasurer

Report of the American Kennel Club Delegate

Reports of Committees

Unfinished Business

New Business

Adjournment

ARTICLE IV: DIRECTORS AND OFFICERS

SECTION 1. Board of Directors.

(a) The Board of Directors shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and five (5) other persons, all of whom shall be elected for a one (1) year term at the Club's Annual Meeting, as provided in Article V, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors. Any single expenditure of Club monies by the Board, with the exception of show expenses, in excess of \$500.00, shall require prior approval by a two-thirds

vote of the members present and voting at the next regular or special meeting.

(b) To be eligible for nomination as an officer or member of the Board, a candidate must be in good standing and have attended at least four Club meetings during the 12 months prior to nomination.

SECTION 2. Officers.

(a) The Club's officers shall consist of a President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. All shall serve in their respective capacities both as to the Club and its meetings and the Board of Directors and its meetings.

(b) The President shall preside at all meetings of the Club and the Board of Directors. The President may engage the services of a professional registered parliamentarian to give advice to the President and the Club in connection with any procedure or Rule of Order. The President will, subject to the control of the Board of Directors, supervise the affairs of the Club and facilitate the will of the board and membership. The President will perform all duties incident to his or her office and any other duties as may be provided in these By-Laws or as may be prescribed from time to time by the Board of Directors or membership. In the absence of the President at a meeting, the Vice-President, or in his or her absence the Secretary, or in his

or her absence the Treasurer shall preside at any meeting of the Directors and General Membership.

(c) The Vice President shall have the powers and exercise the duties of the President in the event of the President's death, absence, resignation, or is unable to perform his/her duties.

(d) The Recording Secretary will keep minutes of all meetings of the Board of Directors and the Membership, will be the custodian of the Club's records, and will perform all duties incident to the office of Recording Secretary and any other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors or Membership.

(e) The Corresponding Secretary will perform all duties incident to the office of Corresponding Secretary and shall have charge of the Club's correspondence, notify applicants of their acceptance or rejection to membership and shall notify Officers and Directors of their election to office, keep a current membership roll of all members, addresses, telephone numbers and email addresses, shall mail and email meeting notices and minutes, and carry out such other duties as are prescribed in this Constitution and By-Laws and any other duties as may be required by law, by the Articles of Incorporation, or which may be assigned from time to

time by the Board of Directors or Membership.

(f) The Treasurer shall carry out such duties as are prescribed in these By-Laws and any other duties as may be required by law, by the Articles of Incorporation, or which may be assigned from time to time by the Board of Directors or Membership. The Treasurer will collect and receive all monies due or belonging to the Club and will deposit all Club monies in a bank designated by the Board, within one (1) weeks of receipt. The Treasurer's books will at all times be open to inspection by the Membership. The Treasurer will report to the Club at every regular meeting and Board meeting the condition of the Club's finances. At the Annual Meeting, the Treasurer shall render an account of the financial condition of the Club. Any check over \$500 shall require the signature of two (2) officers. The signers on the club's bank account shall not reside in the same household, or be partners in any venture or enterprise, including partnership in owning, breeding or exhibiting dogs. The Treasurer may be bonded in such amount as the Board shall determine. A minimum of two (2) copies of the Treasurer's Report will be presented at each regular meeting: one (1) for the Recording Secretary; one (1) for inspection at the meeting. Additional copies shall be available to the Members and mailed to any member upon written request to the Treasurer.

g) Correspondence by email shall be an accepted method of mailed notice to Members, or correspondence in Club business, provided the members receiving such notice have given written consent to receiving official Club communication by this method and such consent is maintained on file with the Corresponding Secretary. The exception will be for those members who do not have email capability, or request mailed notices, who shall receive Club communication by regular mail.

h) AKC Delegate:

1) The Club's Delegate to the American Kennel Club (AKC) will be a member of the Club and will be elected by the Membership during the Annual Election for a one-year term. There are no term limits for a Delegate. However, if the Delegate resigns midyear, the Board will elect a replacement as soon as possible.

2) **Delegate Duties:** The Club's AKC Delegate may attend Delegate meetings as directed by the Board and shall represent the will of the Club in all matters by majority vote of its members. At the Board's discretion, the Club's Delegate may receive reimbursement from the Club for reasonable expenses. At all Delegate meetings attended by the Club's Delegate he/she shall stay informed of the activities of the Delegate meetings and report these activities to the Board and Membership at the next meeting

following the Delegate's meeting. No action may be taken by the Delegate to bind the Club except when approved by or ratified by a majority vote of the Membership. Delegates shall follow the wishes of the Members and shall solicit the advice of the Club in all principal matters in advance of Delegate meetings so as to make certain of the Members' wishes and vote accordingly at Delegate meetings as directed by the Members.

SECTION 3. Vacancies.

Resignation of a Director will become effective immediately or on the date specified in the resignation and a vacancy will be deemed to exist as of the effective date. Any vacancy occurring in the Board of Directors, whether by resignation, removal, incapacity, death or otherwise, shall be filled by majority vote of the remaining directors. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office until the next annual election.

SECTION 4. Removal of Directors.

A Director or Officer may be removed from the Board or their office (not from membership) at any time by the affirmative vote of at least two-thirds (2/3) of all Directors, including that Director or Officer, whenever in their judgment the best interests of the Club will be served.

SECTION 5. Inspection of Records.

All books and records of this Club may be inspected by any Director, Officer, or Member for any proper purpose at any reasonable time.

ARTICLE V: THE CLUB YEAR. ANNUAL MEETING, NOMINATIONS, ELECTIONS

SECTION 1. Club Year.

The Club's fiscal year shall begin on the first day of January and end on the last day of December. The Club's official year shall begin immediately at the conclusion of the Annual Meeting and shall continue through the next Annual Meeting.

SECTION 2. Annual Meetings.

The Annual Meeting shall be held in the month of December at which Officers and Directors and AKC Delegate for the ensuing year shall be elected from among those nominated in accordance with Section 4 of this Article. They will take office on January 1st, and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election. A secret written ballot shall be conducted for each office for which there is more than one (1) nominee.

SECTION 3. Elections.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected.

SECTION 4. Nominations.

No person may be a candidate in a Club election who has not been nominated in accordance with these bylaws and who is not a member in good standing. During the month of September, the Board shall select a Nominating Committee consisting of three (3) members and one (1) alternate in the case of a vacancy or a tie vote not more than one (1) of whom may be a member of the Board. The Corresponding Secretary shall immediately notify the Committee members and alternates of their selection. The Board shall name a Chairperson for the Committee, and it shall be the Chairperson's duty to call a Committee meeting which shall be held on or before October 1st and may take place by telephone conference call.

(a) The Committee shall nominate one (1) candidate for each office and for AKC Delegate, who may, but need not be, an Officer or Director of the Club, and five (5) candidates for the five (5) other positions on the Board, and, after securing the consent of each person so nominated, shall immediately report their nominations to the Recording Secretary in writing.

(b) Upon receipt of the Nominating Committee's report, the Recording Secretary shall, before, October 15th, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the November meeting by any member in attendance, provided that the person so 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, his/her proposer shall present to the Recording Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate. Except for the position of Delegate, no person may be a candidate for more than one (1) position, and the additional nominations may be made only from among members who have not accepted a nomination from the Nominating Committee.

(d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

ARTICLE VI: COMMITTEES

SECTION 1. The Board may each year appoint various committees to advance the work of the Club in all matters which may be served by committees and aid the Club on particular projects. The President with board approval may appoint the Chair of each committee

and the committees will always be subject to the final authority of the Board. The regular standing committees are:

- (a) Show Committee
- (b) Judges Selection Committee. The Judges Selection Committee shall consist of the Show Chairman and three (3) members who shall endeavor to take suggestions from the Club members and make use of them, if possible.
- (c) Hospitality Committee
- (d) Obedience Committee, which includes Rally
- (e) Agility Committee
- (f) Trophy Committee
- (g) Annual Awards Committee
- (h) Publicity Committee
- (i) Match Show Committee
- (j) Canine Legislation Committee
- (k) Therapy Dog Committee
- (l) Rescue Committee

Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid on particular projects.

SECTION 2. Any committee appointment may be terminated by a member's resignation from a committee or by the full membership of the Board upon written notice to the

appointee. The Board may appoint successors to those persons whose services have been terminated.

ARTICLE VII: 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.

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 Recording Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding 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 hearing by the Board not less than three (3) weeks, nor more than six (6) weeks, after the date of the meeting in which the Board entertained jurisdiction. The Corresponding Secretary shall promptly send one (1) 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/her own defense and bring witnesses if he/she 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 the 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 (6) 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/her fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the

Recording Secretary. The Corresponding 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 the meeting of the Club following a hearing and upon the recommendation of the Board 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/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret written ballot on the proposed expulsion. A two-thirds 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, after which time the member will return to good standing within the Club.

ARTICLE VIII: 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 Recording Secretary signed by 20% of the membership in good standing. Amendments proposed by such petition shall promptly be considered by the Board of Directors, not to exceed 30 days from receipt of petition. Any amendment to the Constitution or By-Laws must be immediately submitted to the membership at a meeting by the Corresponding Secretary, allowing at least 60 days thereafter in which the members may offer comments to the Board regarding the proposal. Proposed amendments submitted by petition must be submitted to the membership for a vote, along with the board's recommendation, within 90 days of receipt of the petition by the Recording Secretary.

SECTION 2. The Constitution and By-Laws may be amended by a two-thirds vote of the members present and voting by secret ballot at any regular or special meeting called for the purpose, provided the amendments have been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

SECTION 3. No amendment to the Constitution and By-Laws that is adopted by the Club shall become effective until it has been approved by the American Kennel Club.

ARTICLE IX: DISSOLUTION

SECTION 1. The Club may be dissolved at any time by the written consent of not less than two-thirds of the members in good standing. In the event of dissolution, other than for the purposes of reorganization 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: PARLIAMENTARY LAW AND PROCEDURE

SECTION 1. Robert's Rules of Order Newly Revised shall serve as authority in all matters pertaining to meetings of the Club and Board not covered by the Certificate of Incorporation and these By-Laws.

SECTION 2. This Constitution and By-Laws, and any future amendments thereto, shall take effect immediately upon approval by the American Kennel Club.



<http://www.miamidogclub.org/>

