

CONSTITUTION AND BY~LAWS
of the
GREATER PANAMA CIYTY DOG FANCIERS ASSOCIATION, INC.

CONSTITUTION

Article I

Name and Objectives

Section 1. The name of the Club shall be Greater Panama City 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 interest of all breeds of purebred dogs and to encourage sportsmanlike competition at dog shows, obedience trials and all other American Kennel Club events;
- (c) to conduct sanctioned matches and licensed dog shows and obedience trials 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, remainder or residue from any funds or donations received by 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 these objectives.

BY~LAWS

Article I

Membership

Section 1. Eligibility: Membership is open to all persons at least eighteen years of age, in good standing with the American Kennel Club and who subscribe to the purposes and objectives of this Club.

Section 2. Dues: Dues are payable on or before the first day of January and delinquent on the first day of April. No member may vote whose dues are not paid for all previous

years and/or the current year. The Treasurer shall send each member or family a statement of their dues

Dues will be paid by prospective members prior to their election into the Club. Dues are refundable if the prospective member fails to meet the requirements of Article 1, Section 3, or these by-laws, or if the prospective member withdraws his or her application prior to election into the Club.

Annual dues for individual members shall be \$25. Annual dues for two or more members residing in the same household \$35 per family. Dues are subject to change by majority vote of the Board in attendance and final vote by the General Membership in attendance at the following meeting. Lifetime membership is available to members with 20 years of uninterrupted membership, and will be awarded by the Board and presented at the annual awards banquet. No further dues will be assessed these lifetime members.

Section 3. Election to Membership: Each applicant for membership shall apply on a form, as approved by the Board of Directors, which shall provide that the applicant agrees to abide by these Constitution and By-Laws and by the rules of the American Kennel Club. The application shall state the name, address, telephone number, e-mail and occupation of the applicant and it shall carry the endorsement of two members.

All applications are to be filed with the Membership Committee Chairman and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting the application will be voted upon and affirmative votes of 3/4 of the members present and voting at the meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection and all monies paid by the applicant shall be refunded.

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; but, no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year;
- (b) by lapsing. A membership will be considered 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 to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

Article II

Meetings and Voting

Section 1. Club General Meetings: General meetings of the club shall be held at the clubhouse, located at 4909 East 11th Street, Panama City, Florida, on the third Monday of each month at such hour as may be designated by the Board of Directors. The Club Awards Banquet shall be held in May in lieu of the regular meeting and the Christmas Party shall be held in December in lieu of the regular meeting,

Section 2. Board Meetings: Meetings of the Board of Directors shall be held at the clubhouse, located at 4909 East 11th Street, Panama City, Florida, on the third Monday of the month (except for May and December), prior to the Club meeting. The quorum for conducting business at such a meeting shall be a majority of the Board. All Club members in good standing are welcome to attend Board meetings.

Section 3. Special Club Meetings: Special General Meetings may be called by the President or by a majority vote of the Board present and voting at any 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. All Special Meetings shall be held at the clubhouse at 4909 East 11th Street, Panama City, Florida. Notice of such meetings will be mailed or emailed to all members not more than 15 days prior to date of such meeting and no other Club business may be transacted thereat.

Section 4. Special Board Meetings: Special meetings of the Board may be called by the President and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. (Board members may email their consent). Board members are to be notified and Special Board Meetings are to be held as per Section 3 above.

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 and absentee voting will not be permitted at any Club meeting or election. A majority vote of those present and voting will determine the outcome of any matter being presented.

Section 6 Voting, Board Email voting will only be permitted by Board members and only when voting on matters pertaining to club business. A majority of Board Members voting will constitute a quorum.

Article III

Directors and Officers

Section 1. Board of Directors: The Board will be comprised of the President, Vice-President, Secretary, Treasurer and Five (5) other persons, all of whom shall be members in good standing and whose dues are paid. All of the Board members 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 shall serve in their respective capacities both with regard to the Club and its general meetings and the Board and its meetings.

- (a) 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) Vice-President; shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) Secretary; 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. She shall have charge of the correspondence, notify new members of their election to membership and carry out such other duties as are prescribed by these by-laws.
- (d) Treasurer; shall collect and receive all monies due or belonging to the Club. She shall deposit same in a bank designated by the Board in the name of the Club. His/Her books shall be open at all times to inspection by the Board and she shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not previously reported. At the annual meeting she shall render an account of all monies received and expended during the previous fiscal year. All checks shall require two signatures as designated by the Board. An audit committee shall be appointed by the Board and a yearly audit shall be performed prior to the Club's annual meeting. The Club shall maintain an insurance policy protecting the Club from theft of any funds by any Officer or Board member. In addition, the Treasurer shall maintain, and distribute to members, a roster of members in good standing.
- (e) The offices of Secretary and Treasurer may be held by the same person, in which case the Board shall be comprised of the officers and six (6) other persons.
- (f) Parliamentarian and Historian; shall be elected by vote of the membership at the annual meeting. These positions shall serve as ex-officio members of the Board of Directors, but, will have no voting privileges at any Board meeting

- (1) The Historian shall maintain a chronological verbal and pictorial record of all Club activities.
- (2) The Parliamentarian shall moderate and be the final authority on any procedural irregularities which may arise during Club or Board meetings.
- (g) The Immediate Past President will act as an ex-officio member of the Board, but will have no voting rights. (See Amendment #1, Section VII)

Section 3. Vacancies: Any vacancies occurring among the officers or members of the Board shall be filled until the next annual election by a majority vote of all the then members of the Board at its first 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 the Vice-President shall be filled by the Board.

Article IV

The Club Year, Annual Meeting, Elections

Section 1. Club Year: The Club's fiscal year shall begin on the pt 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 conclusion of the election and each retiring officer shall turn over to his successor all properties and records relating to that office within 10 days after the election.

Section 3. Elections: The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The five nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

Section 4. Nominations: No person may be a candidate in a Club election who has not been nominated. In January the Board shall select a Nominating Committee consisting of three members including a committee Chairman, whose duty it is to call a committee meeting which shall be held on or before February 1st.

- (a) The committee shall nominate one candidate for each office and five candidates for the five 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 each club member shall be notified in writing by mail or email of the candidates so nominated.
- (c) Additional nominations may be made at the March general meeting by any member in attendance, 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, the 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 position and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- (d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

Article V

Committees

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, 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. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

Article VI

Discipline

Section 1. American Kennel Club Suspension: Any member who is suspended from any privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period and shall be so notified, in writing, by the Secretary.

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 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 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, suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. In such case, the suspension shall not restrict the defendant's right to appear at the ensuing Club meeting which considers the Board's decision. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary who, in turn, shall notify each of the parties of the Board's decision and penalty, if any. If the Board deems that suspension is insufficient, it may also recommend to the membership that the penalty be expulsion.

Section 4. Expulsion: Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board meeting 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 findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The meeting shall then vote by secret written 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 unless the members by a 2/3 vote revoke the suspension.

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 of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members, with the Board's recommendations, by the Secretary for a vote within three months of the date the petition was received by the Secretary.

Section 2. The Constitution and By-laws may be amended by a 2/3 vote of the members in good standing, 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 two weeks prior to the date of the meeting.

Section 3. Amendment #1 - The immediate Past President will act as an ex-officio member of the Board, but will have no voting rights.

Amendment #2 - The By-laws, updated and revised, as appears in this version shall supersede all previous versions.

Article VIII

Dissolution

The Club may be dissolved at any time by the written consent of not less than 2/3 vote of all members in good standing. In the event of the dissolution of the Club, whether voluntary, involuntary or by operation of law, none of the property of the Club shall be distributed to any member or members of the Club. After payment of the debts of the Club, its property and assets shall be donated to a charitable organization selected by the Board of Directors for the benefit of dogs.

Article IX

Order of Business

Section 1. At meetings of the Club, the order of business so far as the character and nature of the meeting may permit, shall be as follows:

1. Roll Call
2. Introduction of Guests
3. Minutes of the Last Meeting
4. Report of President
5. Report of Secretary
6. Report of Treasurer
7. Report of Committees
8. Election of Officers & Board (annual meeting only)
9. Election of New members
10. Unfinished Business
11. New Business
12. 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:

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| 1. Minutes of Last Meeting | 5. Unfinished Business |
| 2. Report of Secretary | 6. New Business |
| 3. Report of Treasurer | 7. Adjournment |
| 4. Report of Committees | |

Section 3. "Robert's Rules of Order", revised edition, shall govern in any case not covered by these By-laws.