

BY-LAWS
ARTICLE I
MEMBERSHIP

SECTION 1. Eligibility. There shall be four types of membership open to all persons eighteen (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.

Regular – Enjoys all Club privileges including the right to vote and hold office.

Household – A household membership entitles two (2) members of a household who are eighteen (18) years of age or older to all Club privileges and each is entitle to one vote and to hold office. Separate regular memberships (as described above) are required for any additional members of the household eighteen years of age or older who seek Club membership, Club privileges and the right to vote or hold office.

Honorary – An honorary membership entitles a person who has made significant contributions to the Sport, Breed or the Club; honorary members pay no dues and are not eligible to vote or hold office, but can maintain regular (or household) membership if they pay their dues..

Associate—An Associate membership entitles a person to all Club privileges except voting and office holding. This is offered to individuals who live outside of the Club’s area or within the Club’s area but who are not active.

SECTION 2. Dues. Membership dues shall be a maximum of \$50.00 per year for each regular membership and \$75.00 per year for each household membership, payable (incurred) on or before the first day of June of each year. New members joining after December 15th shall pay one-half (1/2) the annual dues for the balance of the year. During the month of March, the Treasurer shall send to each member a statement of his dues for the ensuing year. A member in good standing shall be an individual who is not suspended by the American Kennel Club or this Club and whose dues for the year are already paid.

Dues will be recommended by the Board of Directors and approved by the majority vote of the Board at a Board meeting.

SECTION 3. Election of 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 the Club’s Constitution and By Laws and the rules of the American Kennel Club. The application shall state the name, address, contact telephone number(s), email address and occupation of the applicant and it shall carry the endorsement of two members of the Club in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year, applicable to the category of membership.

All applications are to be filed with the Corresponding Secretary. Each application is to be read at the first meeting of the Club following its receipt. Each applicant for regular membership shall attend the meeting where the application is being read. Applicants for other membership categories do not need to be present to apply or to be considered for membership by the Club. At the next Club meeting, the applications for Regular, Household and Associate members will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant. At the next Club meeting, the applications for Honorary Membership will be voted upon and the affirmative votes of 2/3 of the Board members present and voting by secret ballot at the next meeting shall be required to elect the Honorary Member.

Applicants for membership who have been rejected by the Club may not reapply within six (6) months after such rejection.

SECTION 4. Change of Membership Status.

- (a) Any request by a Member for changes to membership status shall be made not earlier than March 30 and not later than June 1 of any applicable Club year.
- (b) A Regular member may elect to change his/her status to Associate member upon notice to the Secretary and Treasurer, together with payment of the applicable dues for Associate member.
- (c) An Associate member may file a request for upgrade to Regular membership on forms prescribed by the Club, from time to time, together with the payment of applicable dues for Regular membership, provided that the Associate has been an Associate member in good standing for more than one year, which application is to be read at the first meeting following its receipt. At the next Club meeting the application will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

SECTION 5. Termination of Membership. Memberships may be terminated:

- a) By resignation. Any member in good standing may resign from the Club upon written notice to the Corresponding 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 as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day June of each year; however, the Board may grant an additional 90 days of grace 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 Meetings. Meetings of the Club shall be held in the greater West Palm Beach, Florida area on the second Tuesday of a month, or at such hour and place as may be designated by the Board of Directors, with a minimum of six (6) meetings each year, one of which shall be the annual meeting. Written notice of each such meeting shall be mailed by the Corresponding Secretary at least ten (10) days prior to the date of the meeting. In lieu of written notice, email notification may be sent to members that have signed an authorization agreeing to this method of communication.

The quorum for such meeting 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 members 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 the greater West Palm Beach, Florida area at such date, place and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meetings shall be mailed by the Corresponding Secretary at least five (5) days and not more than fifteen (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. In lieu of written notice, email notification may be sent to members that have signed an authorization agreeing to this method of communication.

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 Southeast Florida area at least six (6) times per year at such hour and place as may be designated by the Board. Written notice of each meeting shall be mailed by the Corresponding Secretary at least five (5) days prior to the date of the meeting. In lieu of written notice, email notification may be sent to members that have signed an authorization agreeing to this method of communication.

The quorum for such meeting shall be a majority of the Board.

SECTION 4. Special Board Meetings. Special meetings of the Board may be called by the President; and shall be called by the Corresponding Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held in the greater Southeast Florida area at such date, place and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Corresponding Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting or telegraphic notice shall be filed at least three (3) days and not more than five (5) 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. In lieu of written notice, email notification may be sent to members that have signed an authorization agreeing to this method of communication.

A quorum for such meeting shall be a majority of the Board.

SECTION 5. Teleconference Meeting. Any Board meeting, whether regular or special, of the Board may be conducted by teleconference [which may include videoconference], at the discretion of the President. Such meeting shall be noticed in manner prescribed above and in such notice the telephone number for dial in shall be set forth. The cost, if any, of the teleconference shall be borne by the Club.

SECTION 6. VOTING. Each regular and household member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club in which he/she is present. Proxy voting will not be permitted at any meeting or election. The method of voting shall be determined by the President upon notice to the Secretary.

- A. In Person at a Meeting. At a meeting duly noticed, voting may occur by voice vote or written ballot. Except as otherwise required by these By Laws, in order to pass an action, a majority vote of those in attendance at the meeting eligible to vote shall be required.
- B. Voice Balloting in Teleconference Meeting. In order to expedite the transaction of business and to elicit the participation of members who may not be able to attend a meeting, except in the case of Articles IV (election of officers and directors) and VI (Discipline) and voting on applicants for membership, a vote may be taken by taken by voice vote at a teleconference meeting. Any vote taken at such meeting shall have the same effect as an in person meeting. Any such meeting shall be presided over and conducted in the same manner as in person meeting.

SECTION 6. Electronic Communication. Each member shall execute a form, prescribed by the Board, from time to time, of such member's option to receive, or not receive, electronic notices of meetings. Such form shall release the Club from liability as to any electronic notices which are not received by the member due to circumstances beyond the Club's control. Such authorization may be revoked by the member at any time. Such authorization may be updated by the member at any time in order to keep the Club apprised of such member's current email address. Wherever notice is required under these By-Laws, if the member has authorized electronic communication, any notices from the Club may be made by electronic communication.

ARTICLE III DIRECTORS AND OFFICERS

SECTION 1. Board of Directors. The Board shall consist of the officers and two other persons. All Board members must be Club members in good standing and all (except the immediate Past President) shall be elected for one-year terms at the Club's annual meeting as provided in Article VI and shall serve until their successors are elected.

General management of the Club's affairs shall be entrusted to the Board of Directors, except in no one case may it spend more than \$250, at one time, and no more than \$500, in any one fiscal year without specific authorization of the Club.

SECTION 2. Officers. The officers of the Club shall President, Vice President, Corresponding Secretary, Recording Secretary and Treasurer. They shall be elected at the annual meeting in September and their term shall be for one (1) year, beginning at the conclusion of the September meeting.

- 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 President, in addition to those particularly specified in these By-Laws.
- b. The Vice President shall have the duties and exercise the powers of the President in the case of the President's death, absence or incapacity.
- c. The Corresponding Secretary shall have charge of the correspondence, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out other duties as prescribed by these By-Laws.
- d. The Recording 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.
- e. The Treasurer shall collect and receive all moneys due or belonging to the Club. He/she shall deposit the same in a bank designated by the Board and he/she shall report to them in writing at every meeting the condition of the Club's finances; and at the September Board meeting he/she shall render an account in writing of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded, if the Board so elects, in such amount as the Board of Directors shall determine.
- f. The offices of Corresponding Secretary and Recording Secretary and Treasurer may be held by the same person.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the offices 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 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 1st day of June and end on the last day of May. 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 September 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. Each retiring officer shall turn over to his/her successor in office all properties and records relating to that office at the September Board meeting, to be held jointly with old and new Board members. The new officers shall take office at the conclusion of the September meeting.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The 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. During the month of June, the Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one of whom may be a member of the Board.

- a. The Board shall name a Committee Chairman and it shall be his duty to call a committee meeting which shall be held on or before July 15th.
- b. The committee shall nominate one (1) person for each office and candidates for the two positions on the Board, and after securing the consent of each person so nominated, the committee shall immediately report their nominations to the Corresponding Secretary in writing.
- c. The Corresponding Secretary shall, at least two (2) weeks before the August meeting, notify each member in writing of the candidates so nominated.
- d. Additional nominations may be made at the August meeting. The person(s) so nominated must indicate his/her consent to be a candidate. If the proposed candidate is not in attendance at this meeting, his/her proposer shall present written proof of the nominee's consent to be a candidate.
- e. No person may be a candidate for more than one position, except that the offices of Corresponding Secretary, Recording Secretary and Treasurer may be held by one person (See Article III, Section 2), and no person may nominate him/herself for an office or position on the Board.

ARTICLE V COMMITTEES

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, trophies, annual prizes, membership and other fields which may 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 project.

SECTION 2. Any committee appointment may be terminated by 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 all privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period. Additionally, any member who is suspended from the privileges of the American Boxer 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 or Breed. Written charges with specifications must be filed in duplicate with the Corresponding 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 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, might constitute conduct prejudicial to the best interests of the Club or Breed. If the Board considers that the charges do not allege conduct prejudicial to the best interests of the Club or Breed, 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 three (3) weeks nor more than six (6) weeks thereafter. The Corresponding 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/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 the 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 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 Corresponding and Recording Secretaries. 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 a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article, such proceeding may occur at a

regular or special meeting of the Club to be held within sixty (60) days, but not earlier than thirty (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 to his/her own behalf if he/she 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 Corresponding Secretary signed by twenty (20) 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 recommendations of the Board by the Corresponding Secretary for a vote within three (3) months of the date when the petition was received by the Corresponding Secretary.

SECTION 2. The Constitution and By-Laws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendment(s) 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.

ARTICLE VIII DISSOLUTION

SECTION 1. Dissolution. The Club may be dissolved at any time by written consent of not less than 2/3 of the 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 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 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:

Roll Call

Reading of the Last Meeting Minutes
Report of President
Report of Recording Secretary
Report of Corresponding Secretary
Report of Treasurer
Report of Committees
Elections 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 Last Meeting Minutes
Report of Recording Secretary
Report of Corresponding Secretary
Report of Treasurer
Report of Committees
Unfinished Business
New Business
Adjournment

ARTICLE X PARLIAMENTARY AUTHORITY

SECTION 1. The rules contained in the current edition of Roberts Rules of Order, Newly Revised 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 of order the Club may adopt.

Approved by Southeast Florida Boxer Club on 7/12/09_____.

Recording Secretary