

Sandalfoot Keeshond Club of Central Florida

By-Laws

ARTICLE 1

Name and Objectives

SECTION 1. The name of the Club shall be SANDALFOOT KEESHOND CLUB OF CENTRAL FLORIDA

SECTION 2. Its objectives shall be:

- A. to encourage the responsible selective breeding of purebred Keeshonden toward excellence in the individual specimen and the advancement of the breed as a whole;
- B. to urge members and breeders to do all possible to bring the breed's natural qualities to perfection in accordance with the Standard of the Breed as approved by the American Kennel Club as the only standard of excellence by which Keeshonden shall be judged;
- C. to conduct specialty shows under the rules and regulations of The American Kennel Club and to encourage sportsmanlike competition at all dog shows;
- D. to do all in its power to protect and advance the welfare and interests of the breed in accord with the Club's Breeder's Code of Ethics;
- E. to urge and assist members to educate the public in the objectives of the sport of purebred dogs in general and the care, protection, and advancement of Keeshonden in particular.

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 or from any other source 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 bylaws as may be required to carry out these objectives.

ARTICLE II

Membership

SECTION 1. There shall be four classifications of membership open to all persons who are in good standing with the AKC and who subscribe to the purposes of this Club. While membership is to be unrestricted as to residence location, the Club's primary purpose is to be representative of the dog fanciers of Central Florida. The member classifications are:

- A. Individual – Person must be 18 years of age or older; such members shall have the privilege to hold an office and shall have one vote.
- B. Family – Shall include two residents of one household. Both must be 18 years of age or older; such members shall have the privilege to hold an office and shall have one vote each.

- C. Booster Member – Person of any age; Cannot vote or hold office, but may serve on committees or event rosters subject to the approval of the committee chairperson.
- D. Honorary Member – Such membership shall be reserved for persons who have served the fancy or the Club in a meritorious way; such members cannot hold office or vote, but may serve on committees or event rosters subject to the approval of the committee chairperson. These members may achieve voting rights and hold office by paying regular membership dues.

SECTION 2. Membership Dues. Annual membership dues shall be set by the Board within the following structure.

- A. Individual member dues shall not exceed \$10.00.
- B. Family member dues shall not exceed \$15.00.
- C. Booster member dues shall not exceed \$7.00.
- D. Honorary members will not pay dues.

All dues shall be payable on or before the 1st day of December. No member may vote whose dues are not paid for the current year. During the month of October the Treasurer shall send to each member a statement of dues for the ensuing year.

SECTION 3. Election to Membership.

- A. Individual Membership. Each application for individual membership shall provide that the applicant agrees to abide by these By-Laws and the rules of The American Kennel Club. The membership application shall be accompanied by dues for the current year, to be returned in case of non-election. The written endorsement of the applicant by two regular members, NOT of the applicant's family, in good standing, shall be submitted separately on Board-approved sponsor's forms to the Membership Chairman. Applicants unknown to a Club member may petition the Board for sponsorship.

Applicants may be elected at any regular meeting. Affirmative vote of three-fourths of the members in good standing and present at the meeting shall be required to elect an applicant. Members elected after October 1 shall be credited with payment of dues through the next fiscal year.

An application for membership shall be entitled to full membership privileges as of the date on which his or her application was approved.

All of the foregoing as applied to the individual member shall also apply to applicants as two adult (over 18 years of age) members in one family.

- B. Applications Not Approved. In the event the members in good standing refuse an applicant's membership, he may not reapply for six months after the last date on which the application was rejected.

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 are incurred on the first day of the fiscal year except for members elected after October 1 of the same year.

- B. By Lapsing. When dues remain unpaid 60 days after the first day of the fiscal year, the Treasurer shall notify the member that the delinquency will be brought before the Board of Directors for action unless payment is received within 30 days. The Board may declare the membership terminated or may grant an additional 60-day's grace in meritorious cases.
- C. By expulsion. A membership may be terminated by expulsion as provided in Article VII, Section 3.

ARTICLE III

Meetings

SECTION 1. Annual Meeting. The annual meeting of the club shall be held no earlier than November 1 and no later than November 30 at a place, date, and hour designated by the Board of Directors. The quorum for the annual meeting shall be twenty percent of the members in good standing.

SECTION 2. Club Meetings. Meetings of the club shall be held at least six times a year within the Greater Orlando area at such hour and place as may be designated by the board of directors. Written notice of each such meeting shall be mailed by the Secretary at least ten days prior to the date of the meeting. The quorum for such meetings shall be twenty percent of the members in good standing.

SECTION 3. Special Club Meetings. Special Club meetings may be called by the President or by the majority vote of the members of the Board who are present at a meeting of the Board; and shall be called by the Secretary upon receipt of a petition signed by one-twentieth of the club members in good standing, the Secretary shall call a special Club meeting. Such meetings shall be held in the Greater Orlando area at such place and hour 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 days and not more than fifteen days prior to the date of the meeting, and said notice shall state the purpose of the meeting and no other club business may be transacted thereat. The quorum for such a meeting shall be twenty percent of the members in good standing.

SECTION 4. Board Meetings. Meeting of the board of directors shall be held a minimum of 6 times per year within the Greater Orlando area. The first meeting of the Board shall be held in January of each year following the election of Officers in November. Other meetings of the Board of Directors shall be held at such times and places as designated by the board, or as called upon receipt by the Secretary of a petition signed by three members of the Board. The quorum for the transaction of business at all Board meetings shall be a majority of the Board.

SECTION 5. Special Board Meetings. Special meetings of the board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least 3 members of the board. Such special meetings shall be held within the Greater Orlando area at such place, date, and hour as may be designated by the President. Written notice of such a meeting shall be mailed by the Secretary at least 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. The quorum for such a meeting shall be a majority of the board.

SECTION 6. The Board of Directors may act at a meeting held in person only.

ARTICLE IV

Directors and Officers

SECTION 1. Board of Directors. The Board of Directors shall comprise three Club Members all of who shall be regular members in good standing and residents of Florida. Every year Directors shall be elected for a one-year term, or until their successors are elected or appointed, in the manner prescribed in Article V, Section 3, to succeed those whose terms expire. No person may serve more than three consecutive terms on the Board of Directors. General management of the club's affairs shall be entrusted to the Board of Directors.

- A. The duties of the Board of Directors shall be:
 - 1. To oversee planning of all club activities.
 - 2. To recommend to the Club the removal of any officer.
 - 3. To ratify all appointments of the President.
 - 4. To make recommendations to the Club for an action to be taken.

SECTION 2. Officers. The Club's officers shall consist of a President, Vice President, two Secretaries, and a Treasurer, who shall be elected by the Board from its members. Each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election. Officers shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- A. The President shall serve for one year and may not serve more than three consecutive one-year terms. The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally associated with the office of President in addition to those specified in these laws.
- B. The Vice President shall serve for one year and may not serve more than three consecutive one-year terms. The Vice President shall have the duties and exercise the power of the President in case of the President's absence or incapacity.
- C. Corresponding Secretary shall serve for one year and may not serve more than three consecutive one-year terms. The Corresponding Secretary shall conduct the correspondence of the club and correspondence with the American Kennel Club, Judges, and Parent Club regarding specialties, and other matters connected with the club. The Corresponding Secretary shall carry out other duties as prescribed in these bylaws and as directed by the Board. In absence or incapacity of the President and Vice President, the Corresponding Secretary shall have the duties and exercise the power of the President.
- D. Recording Secretary shall serve for one year and may not serve than three consecutive one-year terms. The Recording Secretary shall keep a record of all the meetings of the club and the Board of Directors and all matters of which a record shall be ordered by the Club. The Recording Secretary shall have charge of notifying members of meetings, notifying directors of their election to office, notifying committee members to their appointment, keeping a roll of all Club members and their addresses and carry out other such duties as prescribed in these bylaws and as directed by the Board.
- E. The Treasurer shall serve for one year and may not serve more than three consecutive one-year terms unless no member in good standing is willing to accept the position. The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit the same in the name of the Club in a bank or banks satisfactory to the Board and shall disperse the Club's funds under the jurisdiction of the Board. The Treasurer's books shall at all times be open to

inspection of the Board, and at every Board meeting he or she shall report the condition of the Club's finances and every item of receipt or payment not before reported.

At the annual Club meeting, the Treasurer shall render an account of all monies received and expended during the previous fiscal year. At the first Board meeting of the fiscal year, the Treasurer shall present a proposed, detailed budget for the Club's current year's financial operation.

SECTION 3. Removal of Directors or Officers. Officers or Directors are subject to the same disciplinary action as outlined in Article VII of these bylaws.

SECTION 4. Vacancies. Any vacancies occurring on the Board during the year shall be filled until the next annual election by a majority vote of all of the current members of the Board; except that a vacancy in the office of the 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 V

The Club Year, Voting, Nomination, Elections

SECTION 1. Club Year. The Club fiscal year shall be December 1 through November 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.

SECTION 2. Voting. Regular members in good standing may vote when present at the annual meeting or at a special meeting of the Club in the annual election of the Directors and adoption of amendments to the bylaws. There shall be no voting by proxy.

SECTION 3. Annual Elections. The Board of Directors shall appoint a committee to receive and count ballots. The designated teller(s) of elections, before November 1 as prescribed in Section 5 of this Article, must receive ballots for the election of Directors. The designated teller(s) shall certify the results of the voting, and the three persons receiving the largest number of votes shall be declared elected Directors. The officers and board members shall take office immediately upon the conclusion of the November election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

SECTION 4. Nominations. No person may be a candidate in a Club election who has not been nominated in accordance with these bylaws. A regular member in good standing may be nominated for a position on the Club's Board of Directors by a nominating committee appointed by the Board of Directors, by a regular member in good standing on the floor at the November meeting. Any person being nominated must either be present at the meeting or must have a signed note giving a member in good standing permission to put their name on the ballot. If there is a signed note from the nominee, it must be shown to the Board at the time of the nomination.

- A. Nominating Committee. The Board of Directors shall appoint a nominating committee in August. The committee shall comprise three members, and two alternates, all regular members in good standing. The chairman of the nominating committee shall be a member of the current Board of Directors, and shall be the only Director on the committee unless no member in good standing is willing to accept the position. The nominating committee will hold a meeting by

September 1. The nominating committee shall nominate from among Club members in good standing three candidates for positions on the Board of Directors, and shall procure the written acceptance of each nominee so chosen.

The committee shall then submit its slate of candidates to the Secretary who shall mail the list, including the full name of each candidate and the name of the city in which he resides, to each member of the Club at least 2 weeks before the October meeting, so that additional nominations may be made by the members, if they so desire.

- B. Additional Nominations. A regular member in good standing may add a name by emailing or mailing the name of the nominee with written approval from the nominee to the Secretary before October 1 or from the floor at the October meeting as long as the nominee has agreed and if the nominee isn't there the member making the nomination must have written approval from the nominee stating that the nominee will allow their name to be put on the ballot.

SECTION 5. The Ballot. At the Annual November meeting, a ballot will be passed out to each member in good standing whose dues are current with instructions for marking the ballot. Each member will vote, fold ballot in 1/2 and hand to the tally committee who will count the votes and return with the results to the President, who will announce the new slate of officers for the coming year.

ARTICLE VI

Committees and or Chairman

SECTION 1. Each year the President may appoint standing committees to advance the work of the Club. Each committee will serve for the current year. 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.

The Secretary shall notify committee appointees of their appointments.

SECTION 2. Any appointment may be terminated by a majority vote of the whole Board on written notice to the appointee, and the Board may appoint successors to those persons whose service has been terminated.

ARTICLE VII

Discipline

SECTION 1. American Kennel Club Suspension.

- A. Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this club for a like period.
- B. After a fair hearing under these bylaws, any club member who is suspended from KCA may also be suspended from the 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 the breed as provided in these bylaws.

Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25.00, which shall be forfeited if the Board, or an appointed committee within the Board, following the hearing, sustains such charges. 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 alleges in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed as specified above. If a majority of the whole Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the Club or the Breed, it shall refuse to entertain jurisdiction.

If the Board entertains jurisdiction of the charges, it shall fix a time for a hearing by the Board at the time of the next scheduled Board meeting. 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. The Secretary shall also send by registered mail a notice of the hearing to the complainant and an assurance that the complainant may personally appear and bring witnesses if he so wishes.

SECTION 3. Expulsion. Expulsion of a member from the Club may be accomplished at the next scheduled club meeting. 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 or committee's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The members in good standing, present at the meeting shall then vote by secret written ballot on the proposed expulsion and two-thirds affirmative vote of those voting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VIII

Amendments

SECTION 1. Amendments to these bylaws 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 recommendation of the Board by the Secretary for a vote within 3 months of the date when the Secretary received the petition.

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

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 the event of 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 distributed to any members of the Club. But after payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs, selected by the Board of Directors.

ARTICLE X

Order of Business

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

- Minutes of the Last Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- Election of New Members
- Election of Officers (November meeting)
- New Business
- Next Meeting
- Adjournment

SECTION 2. At the 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
- Next Meeting
- Adjournment

SECTION 3. In all situations that are not provided for in the law, in the Club's Articles of Incorporation, or bylaws, the current edition or Robert's Rules of Order govern this club in all parliamentary situations.

Adopted and Effective: 02/14/2004