

# Mid-Florida Brittany Club

## *Constitution & By-Laws*

### MID-FLORIDA BRITTANY CLUB, INC CONSTITUTION and BY-LAWS

Section 1. The name of the Club shall be the Mid-Florida Brittany Club, Inc.

Section 2. The objectives and purposes of the Club shall be: to promote cooperation and friendship among the breeders and owners of Brittany's and to encourage higher standards in breeding, training and showing of Brittany's in all venues; to discourage the breed from becoming split into groups of "field dogs" and bench dogs" and to strive to keep it forever a "Dual dog".

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 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 to the Club shall consist of the following classes: Active and Associate. An Active member shall be the owner of a registered Brittany over the age of 18 or any person over the age of eighteen interested in the improvement of the breed. He/she shall be in good standing with the American Kennel Club. An associate member may be any person over the age of eighteen years, if another person of his/her immediate family is an active member. He/she will not have the privilege of voting or holding office in The American Brittany Club, Inc. (the "parent club"). He will have the privilege of voting or holding office in the Mid-Florida Brittany Club, Inc. While membership is unrestricted as to the residence, the Club's primary purpose is to be representative of the breeders and exhibitors in the immediate area.

Section 2. Dues: Membership dues shall not exceed the amount determined by The American Brittany Club, Inc. (the "parent club") for Active and Associate members; and will be due each year on the anniversary of the original application. No member may vote whose dues are not paid for the current year. The Club shall remit that portion of the dues as required to the Parent Club for each active and associate member. In return each active member shall receive THE AMERICAN BRITTANY MAGAZINE each month. Associate members do not receive the magazine.

Section 3. Election: 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 these Constitution and By-Laws and the rules of the American Kennel Club. The application shall state the name, address and phone number of the applicant and shall be accompanied by the dues' payment for the current year.

Section 4. Termination of membership: (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 become incurred on the anniversary of the original member's application. (B) By lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety days after the anniversary of the member's original application; however the Board may grant an additional ninety 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 **quarterly** in or near the **area of Central Florida**, at such time and place as may be designated by the Board of Directors. Written notice of such meetings shall be mailed **or emailed** by the Secretary at least ten days prior to the date of the meeting. The quorum for such meeting shall be 6 members or 10% of the membership in good standing, whichever is greater.

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 Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in or near the **area of Central Florida** at such time and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed **or emailed** at least five days and not more than fifteen days prior to the date of the meeting, and notice shall state the purpose of the meeting and no other Club business may be transacted therein. **The quorum for such meeting shall be 6 members or 10% of the members in good standing, whichever is greater.**

Section 3. Board Meetings: Meetings of the Board of Directors shall be held in or near the **area of Central Florida** at such place and date as may be designated by the Board. **Web meetings or teleconferences are allowed to discuss club business and make proposals. However voting in this manner is not allowed and must be done at actual meetings with the Board of Directors in attendance.** Notice for such meetings shall be mailed **or emailed** not less than five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board

Section 4. Special Board Meetings: Special Board Meetings of the Board may be called by the President, or by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in or near the **area of Central Florida** at such place, date and hour as may be designated by the Secretary at least five days and not more than ten 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 5. Voting: Each member, active and associate, 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 voting will not be permitted at any Club meeting or election.

## **Article III Directors and Officers**

Section 1. Board of Directors: The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and three other persons, **except when the office of Secretary and Treasurer are combined. The board will consist of four other persons in that case; all of whom will be elected for one year terms at the Club's annual meeting as provided in Article IV or until their successor has been elected.** General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Officers: The Club's officers, consisting of the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities, both with regard to the Club and its meetings and the board and its meetings.

(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 of President in addition to these specifically noted in these By-Laws.

(b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

(c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club. He/she shall have the charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses and carry out such other duties as are directed in these By-Laws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Club. He/she shall deposit same in a bank designated by the Board in the name of the Club. His/her books shall at all times be open to inspection of the Board and he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt

or payment not before reported; and at the annual meeting, he shall render an account of all moneys received and expended during the previous year.

Section 3. Vacancies: Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first meeting following the creation of such vacancy, or at a Special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board

#### **Article IV**

##### **The Club Year, Annual Meeting, Elections**

Section 1. Club Year: The Club's fiscal year shall begin on the first day of (January) and end on the 31<sup>st</sup> 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 **June** 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 the conclusion of the election and 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.

Section 3. Elections: The nominated candidate receiving the greatest number of votes for each office shall be declared elected. No person may hold the same office for more than 2 consecutive elected terms. The three nominated candidates **or in the case of a combined Secretary/ Treasurer the four 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 December, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom shall be a member of the Board. of their selection. The board shall name a Chairman for the committee and it shall be his duty to call a committee meeting which shall be held on or before February 1<sup>st</sup>.

(a) The Committee shall nominate one candidate for the three 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 Nomination Committee's report, the Secretary shall, before February 15<sup>th</sup>, notify each member in writing of the candidates so nominated.

(c) Additional nominations may be made at the March meeting by any member in attendance provided that the person so nominated accepts 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 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.

The Secretary shall notify the committeemen and alternates.

#### **Article V**

##### **Committees**

Section 1. The President may each year appoint standing committees to advance the work of the Club in such matters as shows, field trials, hunting tests, trophies, annual prizes, membership and other fields which may be well 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; the Board may appoint successors to those persons whose services have been terminated

Section 3. Vouchers or bills will be submitted by committee or others in the Club, to the Treasurer, for monies spent or purchases made on behalf of the Club.

## **Article VI Discipline**

Section 1. American Kennel Club Suspension: 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.

Section 2. Charges: Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the 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 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 consider whether the actions alleged in the charges, if proved, might constitute conduct prejudicial to the best interests of the Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the Club or the breed, it may refuse to entertain. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than three weeks or more than six weeks thereafter. The Secretary shall promptly send one copy of the charges 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 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. And if it deems that punishment insufficient, it may also recommend to the membership that the penalty is expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow-members at the ensuing Club meeting which considers the Board's recommendations. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn shall notify each of the parties of the Board's decision and penalty, if any.

Section 4. Expulsion: Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty days, but not earlier than thirty days, after the date of the Board's recommendation. The defendant shall have the privilege of appealing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's recommendations and shall invite the defendant, if present, to speak in his own behalf if he wished. The meeting 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 voted, the Board's suspension shall stand.

## **Article VII Amendments**

Section 1. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary, signed by twenty percent of the membership in good standing. Amendments proposed by such petition must be promptly considered by the Board of Directors and must be submitted to the membership with recommendations of the Board of Directors by the Secretary for a vote within 90 days of the date when the petition was received by the Secretary.

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

## **Article VIII Dissolution**

Section 1. Dissolution: 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 shall be distributed to any members of the Club. The Club's 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  
Minutes of the Last Meeting  
Report of Report of the Secretary  
Report of the Treasurer  
Committee Reports  
Elections of Officer and Board (at annual meeting)  
Unfinished Business  
New Business  
Adjournment

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

Reading of the Minutes of the Last Meeting  
Report of the Secretary  
Report of the Treasurer  
Reports of the Committees  
Unfinished Business  
New Business  
Adjournment

**Section 3. Meetings of the MID-FLORIDA BRITTANY CLUB will be held according to ROBERTS RULES OF ORDER except when contrary to the By-Laws of the Mid-Florida Brittany Club.**