

# THE GREAT DANE CLUB OF THE MID-SOUTH, INC. BY-LAWS

## October 1, 2007

### OFFICES

The Corporation known as the Great Dane Club of the Mid-South, Inc. shall have and continually maintain in the State of Georgia a registered office, and a registered agent whose office is identical with such registered office as required by the Georgia Nonprofit Corporation Code. The registered office may be, but need not be, identical with the principal office in the State of Georgia, and the Board of Directors may change the address of the registered office from time to time.

### ARTICLE I

#### MEMBERSHIP

##### SECTION 1. Eligibility

There shall be four (4) types of membership open to all persons 18 years of age and older who are in good standing with the American Kennel Club, the Great Dane Club of America and who subscribe to the purposes of this Club. While membership is unrestricted as to the residence, the Club's primary purpose is to be representative of the breeders and exhibitors in Georgia. Membership is a privilege, not a right.

(a) REGULAR MEMBERSHIP is open to any individual eighteen (18) years of age and older who is in good standing with the American Kennel Club, who subscribes to the objectives of this Corporation.

(b) ASSOCIATE MEMBERSHIP is open to any individual eighteen (18) years of age or older who is in good standing with the American Kennel Club, who subscribes to the objectives of this Corporation and who is a resident outside Georgia. An Associate Member must meet the same eligibility requirements as a Regular Member. An Associate Member enjoys all privileges except voting, office holding and sponsoring a regular membership application.

(c) JUNIOR MEMBERSHIP is open to any individual between the ages of nine (9) and seventeen (17) years of age, inclusive, who is in good standing with the American Kennel Club and who subscribes to the purposes of this Club. A Junior Member must meet the same eligibility requirements as a Regular Member. A Junior Member enjoys all privileges except voting, office holding and sponsoring a regular membership application. Junior Members may automatically convert to regular membership upon reaching their eighteenth (18<sup>th</sup>) birthday.

(d) HONORARY MEMBERSHIP may be conferred upon a person who has rendered a distinctly valuable service to the Club or the breed, who is in good standing with the American Kennel Club. This class of membership is to be unrestricted as to residency and shall be exempt from dues. Honorary Members shall enjoy all the privileges of the Club except that they may not vote or hold office. Upon recommendation of the Board of Directors, honorary membership may be conferred by a vote of two-thirds (2/3) of the Regular Members present and voting at any regular meeting. A member so honored may maintain active (Regular) membership status by paying the appropriate yearly dues.

##### SECTION 2. Dues

(a) Membership dues which shall not exceed \$100.00 per year and the amount of the initiation fee, if any, for each type of membership shall be set and revised, when appropriate, by the Board of Directors. Changes to the amount of the initiation fee will be announced to the members, in writing. The Board may waive annual dues for all Junior Members. Honorary Members are not required to pay annual dues. Annual dues are payable on or before the first day of January of each year. No member may vote whose dues are not paid for the current year. During the month of October the Treasurer shall send a statement of dues for the coming year to each Member. New membership dues received after September 30 shall cover membership for the following year.

(b) All members whose annual dues remain unpaid after the last day in January shall be dropped from the membership; in such instances, it shall be necessary for the former Member to apply for membership in accordance with the procedures set forth in Membership, Article 1, Section 5.

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### **SECTION 3. Election to Membership**

As membership is a privilege, not a right, each applicant for membership shall attend two meetings of the Corporation within a twelve (12) month period and be provided with a copy of the Constitution and By-Laws. 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 Constitution and By-Laws of this Club, and the rules of the AKC and the GDCA, and endorses the objectives of this Club. The applicant shall state his/her name, address, occupation, and the application form shall carry the endorsement of two (2) Members in good standing.

The applicant shall submit the annual dues payment for the current year with his/her application. Applications are available at general membership meetings or by request to the Secretary. All applications are to be filed with the Secretary. Upon receipt of the completed application, the Secretary shall publish the name and address of the applicant, as well as the names of the endorsing Members in the succeeding two (2) Club Secretary's letters. During such period, the Board shall review any correspondence and confer with at least one (1) of the endorsing Members.

After the Board meets, the Board shall refer its decision to the general membership at the next Club meeting (following the second (2<sup>nd</sup>) publication). The application will be voted upon by secret ballot and an affirmative vote of three-fourths (3/4) of the Members present and voting shall be required to elect the applicant. Pursuant to Roberts Rules of Order, voting on applicants shall be conducted as the last Order of Business, at which time all quests and applicants shall be excused from the meeting.

The Secretary shall notify the applicant in writing of his/her acceptance or rejection within ten (10) days of the general membership meeting and shall report whether the applicant was accepted or rejected in the next Secretary's letter.

### **SECTION 4. Objections to Applicants for Membership**

Objections to a membership application must be specific and definite, and submitted in writing to the Secretary within thirty (30) days of the applicant being published in the Newsletter. The Secretary shall, within five (5) days of the receipt of the objection, send a copy of the objection to the Applicant, each Board Member and the Objector, along with notification of the date, time and place at which the objection shall be heard. The Board shall address this objection at its first meeting following the receipt and subsequent applicant notification of the objection, but not less than thirty (30) days following notification. If an objection cannot be reviewed prior to the scheduled second (2<sup>nd</sup>) publication in the Newsletter, the Secretary shall be notified, and a second (2<sup>nd</sup>) publication shall be delayed until the objection is resolved. After hearing from the objecting Member, the Applicant, and witnesses, if any, the Board will recommend to the membership either acceptance or rejection of the Applicant. At the time a decision is made, the Secretary shall notify the Applicant and Objector in writing. Applicants for membership who have been rejected by the Club may not reapply within twelve (12) months.

### **SECTION 5. Correspondence Regarding Applicant**

To ensure the highest standards of Members of the Club, all Members are encouraged to comment in writing to the Secretary regarding published applicants prior to the second (2<sup>nd</sup>) publication of the application.

### **SECTION 6. Privileges of Membership**

A Member in good standing is defined in these By-Laws as a Member who has paid their dues for the current fiscal year to the Club and who is in good standing with the AKC. All Members in good standing shall, at appropriate times, have the privileges of Voting, Pledging Trophies, Sponsoring New Membership Applications, Renewing Membership, serving as an Officer or Director of the Club, serving on a Club Committee, and enjoying other privileges as may be defined by the Board of Directors.

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### **SECTION 7. Termination of Membership**

Memberships may be terminated by:

(a) 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. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation. Other debts include, but are not limited to, outstanding trophy donations, training fees and seminar fees.

(b) Lapsing. A membership will be considered as lapsed and automatically terminated if such Member's dues remain unpaid after the last day of January. 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) 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 within the greater Atlanta area at least bi-monthly 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 (10) days prior to the date of the meeting. This notice shall state the time and place of the meeting and highlight the topics to be discussed. The quorum for such meetings shall be set at 20 % of the Regular 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 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 within the greater Atlanta area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. The Secretary shall mail written notice of such meeting 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 business shall be transacted thereat. The quorum for such a meeting shall be set at eight (8) of the Regular Members in good standing.

#### **SECTION 3. Board Meetings**

A Minimum of six meetings of the Board of Directors shall be held within the greater Atlanta area at such date, hour and place as may be designated by the President. Written notice of each such meeting shall be mailed by the Secretary at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be a simple 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 Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held within the greater Atlanta area at such place, date and hour as may be designated by the person herein authorized to call such a meeting. The Secretary shall mail written notice of such a meeting at least five (5) days and not more than fifteen (15) days prior to the meeting. Any such notice shall state the purpose of the meeting. A quorum for such a meeting shall be a simple majority of the Board.

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### **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. Absentee and Proxy voting will not be permitted at any Club meeting or election. Associate Members, Junior Members and Honorary Members may not vote.

## **ARTICLE III**

### **DIRECTORS AND OFFICERS**

#### **SECTION 1. Board of Directors**

The Board of Directors shall be comprised of the Officers, the GDCA Delegate and three (3) Board Members, all of whom shall be Members in good standing. The three (3) Board Members shall be elected for staggered three-year terms (in a manner where no more than one (1) Member's term expires each year) at the Club's Annual Meeting as provided in Article IV and shall serve until their successors are 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, the First Vice-President, the Second 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. All Officers shall be elected for one-year terms at the Club's annual meeting as provided in Article IV and serve until their successors are elected.

- (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 those specified in these By-Laws.
- (b) The First Vice President shall have the duties and exercise the powers of the President in case of the President's death, incapacity or absence.
- (c) The Second Vice President shall have the duties and exercise the powers of the President in case of both the President's and the First Vice President's absence.
- (d) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which the Board orders a record. The Secretary shall also have charge of all correspondence, notify Members of meetings, notify new Members of their election to membership, notify Officers and Directors of their election to office, keep a roll of the Members of the Club with their current addresses and carry out such other duties as are prescribed in these By-Laws.
- (e) The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit the same in a bank in the name of the Club. The Treasurer shall disburse such funds as are necessary to meet the Club's obligations. The Treasurer's books shall at all times be open to inspection by the Board and the Treasurer shall report to the membership/club 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, the Treasurer shall render an account of all monies received and expended during the previous fiscal year. An audit of the books shall be performed each year in January. The Audit Committee shall be composed of the Treasurer and two (2) Members in good standing appointed by the Board.

#### **SECTION 3. The Great Dane Club of America Delegate**

The Delegate to the Great Dane Club of America shall represent the Club at the meetings of the Delegates of the GDCA. All Delegates shall be elected for two-year terms at the Club's Annual Meeting as provided in Article IV and serve until their successors are elected.

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### **SECTION 4. Vacancies**

Any vacancies occurring on the Board of Directors or among the officers during the year shall be filled for the unexpired term of office by a majority vote of 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 First Vice President and the resulting vacancy in the office of the First Vice President shall be filled by the Second Vice President and the resulting vacancy in the office of the Second Vice President shall be filled by the Board.

## **ARTICLE IV**

### **CLUB YEAR, ANNUAL MEETINGS, AND ELECTIONS**

#### **SECTION 1. Club Year**

The Club's fiscal and membership year shall begin on the first (1<sup>st</sup>) day of January and end on the thirty-first (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 December at which Officers, Board of Directors and the Delegate to the GDCA 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/her successor in office all properties and records relating to that office within thirty (30) days after the election.

#### **SECTION 3. Elections**

The nominated candidate receiving the greatest number of votes shall be declared elected. (The nominated candidates for other positions on the Board who receive the greatest number of votes shall be declared elected.) The Board of Directors shall each year review and establish the procedures provided they do not conflict with the process outlined in the by-laws for elections occurring during the Club year. The Board of Directors shall each year review and establish the procedure for counting of the ballots cast at elections during the Club year.

#### **SECTION 4. Nominations**

A Candidate in a Club election must be nominated and must be in good standing. During the month of September the Board shall select a Nominating Committee consisting of three (3) members. The Secretary shall immediately notify the Committee Members of their selection. The Board shall name a Chairman for the Committee and it shall be his/her duty to call a Committee Meeting, which shall be held before the October Meeting.

(a) To qualify for office, a Member in good standing shall be required to have attended five (5) scheduled meetings held within the Club's fiscal year of which the Candidate has been a Member, previous to the nomination.

(b) The Committee shall nominate one (1) Candidate for each office and for the GDCA Delegate and one (1) Candidate for the open position on the Board, and, after securing the consent of each person so nominated, shall immediately report the nominations to the Secretary in writing.

(c) Upon receipt of the Nominating Committee's report, the Secretary shall notify each Club Member in writing at least two weeks prior to the November meeting via the November Secretary's Letter of the Candidates so nominated.

(d) Additional nominations may be made at the November Membership Meeting by any Member in good standing and 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, the proposer shall present to the Secretary a

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written statement from the proposed Candidate signifying his/her willingness to be a Candidate. No person may be a Candidate for more than one (1) 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 then Nominating Committee.

(e) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

### **ARTICLE V**

#### **COMMITTEES**

##### **SECTION 1. Appointment**

The Board as a whole may each year appoint Standing Committees, Special Committees and the Committee Members for a one-year term to advance the work of the Club in such matters as Dog Shows, Obedience Trials, Trophies, Annual Awards, Training, Membership, Special Events and other Club related matters which may well be served by Committees.

##### **SECTION 2. Termination**

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 President, with Board approval may appoint successors to those persons whose services have been terminated.

### **ARTICLE VI**

#### **DISCIPLINE**

##### **SECTION 1. American Kennel Club Suspension or GDCA Suspension**

Any Member who is suspended from all the privileges of the American Kennel Club or the Great Dane Club of America automatically shall be suspended from the privileges of this Club for a like period.

##### **SECTION 2. Charges**

Any Member in good standing 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 twenty-five dollars (\$25.00) per person charged 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 Hearing by the Board not less than three (3) weeks or more than six (6) weeks thereafter. The Secretary shall within three (3) days send one copy of the Charges to the accused Member(s) by registered mail together with a Notice of the Hearing and an assurance that the Defendant(s) may personally appear in his/her own defense and bring witnesses if he/she wishes.

##### **SECTION 3. Board Hearing**

Both the Complainant and the Defendant shall have the right to Council at their own expense. Should charges be sustained, after hearing all the evidence and testimony presented by Complainant(s) and Defendant(s), the Board may by a majority vote of those present reprimand or suspend the Defendant(s) from all privileges of the Club for not more than six (6) months from the date of the Hearing. And, if the Board deems the 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 fellow members at the ensuing Club meeting which considers the Board's

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recommendation. 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 this 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(s) 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(s), if present, to speak in his/her own behalf. The membership shall then vote by secret, written ballot on the proposed expulsion. An affirmative vote of three-fourths (3/4) of those present and voting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

## **ARTICLE VII**

### **CONSTRUCTION AND AMENDMENTS**

#### **SECTION 1. Construction**

These Constitution and By-Laws shall be construed by the Board, whose decision shall be final and binding upon all Members of the Club.

#### **SECTION 2. Proposals**

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 (20%) 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 recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

#### **SECTION 3. Procedure**

The Constitution and By-Laws may be amended by an affirmative vote of three-fourths (3/4) of the Members present and voting at any regular or special meeting called for the purpose, providing the proposed amendments have been included in the notice of the meeting and mailed to each Member at least fifteen (15) days prior to the date of the meeting. The revised by-laws shall be forwarded to the GDCA for review and approval prior to submission to the American Kennel Club. Amendments shall be voted upon by secret ballot.

## **ARTICLE VIII**

### **DISSOLUTION**

#### **SECTION 1. Dissolution**

The Club may be dissolved at any time by the written consent of not less than three-fourths (3/4) of the Members in good standing. In the event of the dissolution of the Club, other than for the 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.

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**ARTICLE IX**

**ORDER OF BUSINESS**

**SECTION 1. Club Meetings**

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

Roll Call  
Minutes of the Last Meeting  
Report of the President  
Report of the Secretary  
Report of the Treasurer  
Reports of Committees  
Unfinished Business  
New Business  
Election of Officers and Board (at Annual Meeting)  
Election of Prospective Members  
Adjournment

**SECTION 2. Board of Directors Meetings**

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

Minutes of the Last Meeting  
Report of the Secretary  
Report of the Treasurer  
Reports 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 other special rules of order the club may adopt.

*Presented by the Constitution and By-Laws Committee*

*Darcy Quinlan*

*Carol Elwood*

*Rose Madej*

*Revised October 1, 2007*

*Approved by AKC – December 3, 2007*