



EST. 1968

**CONSTITUTION AND BY-LAWS OF THE  
SHETLAND SHEEPDOG CLUB OF SOUTHEAST FLORIDA, INC.**

**ARTICLE I**

**Name and Objects**

**Section 1.** The name of the Club shall be Shetland Sheepdog Club of Southeast Florida, Inc.

**Section 2.** The objects of the Club shall be:

- a) To encourage and promote quality in the breeding of purebred Shetland Sheepdogs and to do all possible to bring their natural qualities to perfection;
- b) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Shetland Sheepdogs shall be judged;
- c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and all other American Kennel Club Events which the Club is eligible;
- d) To conduct sanctioned matches, licensed specialty and all other American Kennel Club Events for which the Club is eligible.

**Section 3.** Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, offices, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exemption from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**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 objects.

**ARTICLE II**

**Membership**

**Section 1.** Eligibility. Membership in the Club shall be open to all reputable persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative to the breeders and exhibitors of the Southern part of Florida.

- a) Full Membership-Full members must be eighteen (18) years of age or older. They enjoy all Club responsibilities and activities including full dues, voting, holding office and counting towards a quorum for the conduction of business. Applicants for full membership must have attended at least two meetings.
- b) Associate Membership-Associate members must be eighteen (18) years of age or older. These members pay partial dues, cannot vote or hold office and do not count towards a quorum for the conduction of business. Associate members have fewer Club responsibilities but are encouraged to participate in all activities.
- c) Junior Membership-Junior members must be at least nine (9) years of age and are not to exceed eighteen (18) years of age. These members pay partial dues, cannot vote or hold office and do not count towards a quorum for the conduction of business. Junior members have fewer Club responsibilities but are encouraged to participate in all activities.
- d) Lifetime Membership-Lifetime membership is reserved for a select number of members who have demonstrated extraordinary dedication to the Club through their length of membership and exceptional service record. Such individuals will have been a Club member for twenty or more years and provided outstanding contribution to the Club.

Only full members may nominate others for lifetime membership or be nominated for lifetime membership. Full members wishing to nominate a fellow full member to lifetime membership status must submit a letter of recommendation to any board member outlining those individual's qualifications. If a two-thirds (2/3) majority vote of the board supports the recommendation, the nominee will be presented at the next general membership meeting for a vote. A vote of two-thirds (2/3) of the members present at the general membership is required to elect the nominee to lifetime status. Lifetime members are entitled to all privileges of the Club, including voting and holding office but pay no dues.

**Section 2. Dues.** Membership dues shall be established by the board of directors, subject to the approval by the membership, and are payable on or before the first day of January of each year (new members joining after June 30 shall pay one half (1/2) of the membership fee for the remainder of that year). No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall send to each member a statement of his dues for the ensuing year.

**Section 3. Election to membership.** Applicants for any type of membership shall apply on a form as approved by the board of directors. The requirements of the application form shall match the requirements outlined in the Club's constitution and by-laws. The applicant agrees to abide by the Club's constitution, by-laws, and code of ethics, as well as the rules of the American Kennel Club.

In addition the application shall state the name, address and occupation of the applicant and the number of Shetland Sheepdogs owned. The application shall carry the endorsement of two (2) full members in good standing who are not of the same family. One of the endorsers must be on the board of directors. Accompanying the application, the prospective member shall submit appropriate dues payment. All applications shall be filed with a member of the membership committee.

- a) Each application is to be read at two (2) meetings of the Club. The applicant shall be present at these two (2) meetings, being voted on at the second meeting the applicant attends.
- b) In the case of an application received from a person unable to attend the meetings, a resume from the applicant must accompany the application. However, the sponsors shall be in attendance at the meeting in order for the application to be read, except that if one sponsor is unable to attend the required meeting, a letter of endorsement must be submitted by the sponsor.

The affirmative vote of three fourths (3/4) of the members present and voting at the meeting shall be required to elect the applicant. The applicant shall be notified of the results by mail within ten (10) days of the election.

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

**Section 4. Termination of Membership.** Membership may be terminated:

- a) By resignation. Any member in good standing may resign at any time by written notice to the Secretary provided that all debts are paid and any items owned by the Club are returned. No membership dues shall be refunded to a resigning member.
- b) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid by March 1. However the Board may grant an additional sixty (60) days of grace to such delinquent members in meritorious cases. If no grace period has been granted by the Board, and the former member wishes to pay his dues after his membership has lapsed, he must complete a new application and reapply for membership.
- c) By expulsion. A membership may be terminated by expulsion as provided in Article VII, Section 4 of these Constitution and By-laws.

### ARTICLE III

#### Meetings and Voting

**Section 1. Club Meetings.** Monthly meetings will be held in Miami-Dade, Broward or Palm Beach County. Consideration of meeting location shall be determined in large part by where the majority of Club members reside. The date, hour, and place of meeting shall be designated by the President unless otherwise voted on by the majority of membership in attendance at the prior meeting. The Secretary shall give notice of each Club meeting at least ten (10) days prior to the date of the meeting. The quorum for such meeting shall be twenty percent (20 %) of the voting membership or nine (9) voting members whichever is less.

**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 at any regular or special meeting of the Board; or 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 in Miami-Dade, Broward or Palm Beach County and on such date, at such hour 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 by the Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting; said notice shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such meeting shall be twenty percent (20 %) of the voting membership or nine (9) voting members whichever is less.

**Section 3. Board Meetings.** Meetings of the board of directors shall be held in Miami-Dade, Broward or Palm Beach County at least once a quarter, on such date, at such 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 fifty-one percent (51%) of the number of Board Members.

**Section 4. Special Board Meetings.** Special 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 (3) members of the Board. Such special meetings shall be held in Miami-Dade, Broward or Palm Beach County and on such date, at such hour and place as may be designated by the person authorized herein to call such meeting. Written notice shall be sent by the Secretary at least five (5) days and not more than ten (10) 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. A quorum for such meeting shall be fifty one percent (51%) of the number of Board Members.

**Section 5. Voting.** Each Full 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 is present. Proxy voting shall not be permitted at any Club meetings or election. No member who has any indebtedness to the Club may vote at the Annual Election Meeting.

#### ARTICLE IV

##### Directors and Officers

**Section 1.** Board of Directors. The Board shall be comprised of at least the President, Vice President, Secretary, Treasurer and three (3) other persons, all of whom shall be Full Members in good standing and all of whom shall be elected for one year terms at the Annual Meeting as provided in Article V, Section 2. They shall serve until the conclusion of the Annual Meeting. General management of the Clubs affairs shall be entrusted to the board of directors.

The three (3) members of the board that are not officers shall comprise the Membership Committee. The President shall appoint one of these Directors to act as membership chairperson.

In addition, the three (3) members of the board that are not officers shall also be responsible for assisting the Secretary in keeping a separate record of all standing rules of the Club and motions establishing policies of the Club.

**Section 2.** Officers. The Club's officers, consisting of at least the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings. No officer may succeed himself in office more than once. Officers must have been full members in good standing for a period of one (1) year at the time of election.

- a) The President shall preside at all meetings of the Club and of the Board, and shall have all the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Constitution and By-Laws.
- b) The Vice President shall have the powers and exercise the duties of the President in case of the President's death, absence or incapacity. In addition, the duties of the Vice President shall be to act as program chairperson.
- c) The Secretary shall keep a record of all meetings of the Club, of all Board Meetings and of all matters of which a record shall be ordered by the Club. The Secretary shall also keep a separate record of all Standing Rules of the Club and motions establishing policies of the Club. If the board has established the Offices of both Recording and Corresponding Secretaries, the foregoing shall be duties of the Recording Secretary.

The further duties of the Secretary, which shall be duties of the Corresponding Secretary, if there is one, shall be to have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify offices and directors of their election to office, keep a roll of the members of the Club and their addresses and carry out such other duties as are prescribed in these Constitution and By Laws.

- d) The Treasurer shall collect and receive all monies due or which belongs to the Club and receipt therefore. He shall deposit the same in a bank satisfactory to the Board in the name of the Club. His books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item or receipt or payment not before reported, and at the annual meeting he shall render an account of all monies received and expended during the previous fiscal year. The Treasurer's accounts shall be audited by a committee of two (2) appointed by the President and within at least two (2) weeks before the term expires. The Treasurer shall either furnish a bond satisfactory to the board of directors, or the Club Treasury shall be placed in an organizational account requiring two (2) officers' signature on each check. In the latter case it is recommended that three (3) officer's signatures (the Treasurer's, the Presidents and one other officer, as designated by the board of directors be on the signature cards recognized by the bank, no two (2) of these officers being members of the same family. In the event the Treasurer is not available, the President, upon approval of the board of directors, is empowered to disburse money.

**Section 3.** Vacancies. A vacancy in any office, including the board of directors and excepting the Presidency, shall be filled at once by the board of directors for the unexpired term. A vacancy in the office of President shall be filled by the Vice-President for the unexpired term. No person shall serve more than one office simultaneously.

#### ARTICLE V

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

**Section 1.** Club Year. The Club's fiscal year shall begin on the first day of January and end of the last day of December.

The Club's official year shall begin immediately at the conclusion of the annual meeting and shall continue through the next annual meeting.

**Section 2.** Annual Meeting. The annual meeting shall be held in the month of March at which directors and officers 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 upon conclusion of the Annual Meeting and each retiring officer shall turnover to their successor 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 for each office shall be declared elected. At least three (3) nominated candidates for other positions on the Board who receive the greatest number of votes for such position 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 November, the President 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. The Secretary shall immediately notify the committee and alternates of their selection, the President shall name a Chair of the committee and it shall be his duty to call a committee meeting which shall be held on or before the January general membership meeting.

- a) Prior to the January general membership meeting, the committee shall nominate one candidate for each office and each position of

the Board after securing the consent of each nominated person.

- b) The Nominating committees slate of officers will be presented at the January General Membership meeting. In addition nominations from the floor will be taken.
- c) After the January general membership meeting, the nominating committee's slate of officers and any nominations from the floor will be sent to the membership prior to the February meeting.
- d) Additional nominations will be taken at the February meeting after which time the nominations will close.
- e) All nominees may present their qualifications to the general membership in writing for submission in the February newsletter.

#### **ARTICLE VI**

##### **Committees**

**Section 1.** The President may each year appoint standing committees to advance the work of the Club in such matters as dog shows, trials, trophies, annual prizes, 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 President to aid 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 who services have been terminated.

#### **ARTICLE VII**

##### **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 interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50.00 which shall, be forfeited if such charges are not sustained. The Secretary shall promptly notify the Board which shall meet and fix a date of a Board hearing not less than three weeks and not 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 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 the complainant and defendant, the Board may by a majority vote of those present suspend this defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that the punishment is insufficient, it may also be recommended to the membership that the penalty be 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 recommendation. Immediately after the Board has reached its 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 of 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 and 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 members shall then vote by secret written ballot on the proposed expulsion. A two thirds (2/3) vote of those present at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

#### **ARTICLE VIII**

##### **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 and 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 recommendations of the Board by the Secretary for vote within four months 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 (2/3) vote of the members present 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 IX**

##### **Dissolution**

**Section 1.** Dissolution. The Club may be dissolved at any time by the written consent of not less than two thirds (2/3) of the members. In the event of the dissolution of the Club, whether voluntary or involuntary or by operation of law, the assets shall be distributed in accordance with Article 1, section 3.

#### **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 meetings may permit, shall be as follows:

10/16/2015

- Roll Call
- Minutes of the last meeting
- Report of the Board
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Election 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 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 Committees
- Unfinished business
- New business
- Adjournment

**Section 3.** Parliamentary Authority. 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.