



BREVARD COUNTY DOG TRAINING CLUB

BYLAWS

Approved by the Membership

August 23, 2016

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Article 1 Names and Objectives

Section 1 Name

The name of the club shall be the Brevard County Dog Training Club, Incorporated

Section 2 Objectives

The objectives of the Club shall be:

- a. To provide opportunities for its members to instruct dogs and dog owners in obedience and to hold special events that are in the interest of the members.
- b. To do all in its power to protect and advance the interests of dogs. To encourage sportsmanlike competition at all Club sponsored events.
- c. To conduct sanctioned trials, tests and matches according to the rules and regulations of the American Kennel Club.

Section 3 Not for Profit

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 Bylaws

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 2 Membership

Section 1 Eligibility

There shall be four types of membership open to all persons eighteen years of age and older, with the exception of Junior membership (see below Junior Membership), who are in good standing with The American Kennel Club and who agree to subscribe to the purposes of the Club and abide by these Bylaws and policies and procedures now existing and as may be adopted from time to time by the Membership. Membership is to be unrestricted as to place of residence, though the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area. The types of memberships available are described below.

Single Member: Candidates for active member shall, upon approval of the Club and the payment of the annual dues, become members with voting privileges.

Honorary Member: Honorary membership may be bestowed upon any person in the recognition of extraordinary service to the Club. Honorary Members shall have no right to vote at any Club meeting nor shall Honorary Members be responsible for paying dues.

Junior Membership: Candidates shall be 17 years of age or under and applicants must have written consent of a parent or guardian to join the Club. The written consent shall stipulate that the guardian will accept responsibility for the actions of the applicant and the applicant's dog. A junior membership shall automatically convert to single membership upon reaching their eighteenth birthday and signing the Club's membership application. Members under eighteen (18) years of age shall not have voting privileges. Parents/guardians of the junior member shall not have voting privileges unless the parents/guardians are members in good standing.

Family Membership: Candidates for family membership shall, upon approval of the Club and the payment of annual dues, become members with voting privileges.

Section 2 Dues

Membership dues shall be as set by the general membership, and are payable on or before the first day of March of each year. Applicants accepted on or after November 1st of the calendar year shall pay ½ of the amount of the annual dues for the year

Section 3 Election to Membership

Each applicant for membership shall apply on a form as approved by the Board of Directors. The application shall as a minimum:

- 1) provide that the applicant agrees to abide by these Bylaws and the rules of the American Kennel Club;
- 2) state the name, address, and occupation of the applicant; and
- 3) carry the endorsements of two members in good standing. All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt where the applicant is present. The application will be voted upon after the reading. The affirmative votes of $\frac{3}{4}$ of the members present and voting at a meeting where a quorum is present shall be required to elect the applicant. Applicants for membership who have been rejected by the Club may not re-apply within six months after such rejection.

Section 4 Termination of Membership

Memberships may be terminated:

- 1) 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 they become incurred on the first day of each fiscal year.
- 2) By lapsing. A membership will be considered as lapsed and automatically terminated if such member's due remain unpaid 30 days after the first day of the fiscal year; however, the Board of Directors may grant an additional 30 day grace period for delinquent member in meritorious cases. In no case may a person be entitled to vote at any Club meetings whose dues are unpaid as of the date of that meeting.
- 3) By expulsion. A membership may be terminated by expulsion as provided in Article 7 of these Bylaws.

Article 3 Meetings and Voting

Section 1 Club Meetings

Meetings of the Club shall, at a minimum, be held at a minimum of 6 (six) times per year in the greater City of Cocoa area at such hour and place as may be designated by the Board of Directors. Written notice of such meeting shall be mailed to all members a minimum of 5 days prior to the meeting. The quorum for membership meetings shall be 20% of the membership in good standing.

Section 2 Special Club Meetings

Special Club meetings may be convened by any of the following methods;

- 1) at the discretion of the President,
- 2) by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, or
- 3) upon receipt by the Secretary of a petition signed by 5 members of the Club who are in good standing.

Such special meetings shall be held in the greater City of Cocoa area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meeting. Written notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting and said notice shall state the purpose of the meeting and no other Club business shall be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing.

Section 3 Board Meetings

Meetings of the Board of Directors shall be held at a minimum of 6 (six) times per year in the greater City of Cocoa area at such date, hour, and place as may be designated by the Board. The Secretary shall mail or email written notice to each Board member at least 5 days prior to the date of the meeting. In the event a decision needs to be made by or on behalf of the Club, and it is not feasible to call a Board meeting, the Board of Directors may act by written consent setting forth the action to be taken, signed by all of the Directors and filed with the minutes of the proceedings of the Board. The quorum for such a meeting shall be the majority of the board.

Section 3.1 Meetings via Teleconference

The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of teleconference in accordance with AKC policy, by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting in accordance with AKC

Section 3.2 Action without Meetings

Any action required to be taken by the Board of Directors may be taken without a meeting if all Directors consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors by the Secretary of the Board. Such action or written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Written consent may take place via email in accordance with AKC policy.

Section 4 Special Board Meetings

Special meetings of the Board may be requested by the President, and shall be called by the Secretary upon receipt the request signed by at least three members of the Board. Such special meeting shall be held in (or within 25 miles of) the City of Cocoa at such date, place, and hour as may be designated by the person authorized herein to call such meetings. The Secretary shall notify each Board member at least 5 days prior to the date of the meeting. Any such notice shall state the purpose of this meeting and no other business shall be transacted thereat. Advance notice of a special board meeting may be waived if unanimous approval of all board members is granted. Attendance of a director at a meeting shall constitute a waiver of the notice of the meeting, except when a director attends a meeting in order to object to the transaction of any business because the meeting has not been lawfully called or convened. A quorum for such a meeting shall be a majority of the board.

Section 5 Voting

Each member in good standing whose dues are paid for the current fiscal year shall be entitled to vote at any meeting of the Club at which the member is present. Proxy voting will not be permitted at any Club meeting or election. Members under 18 years of age shall not be permitted to vote. Any action required or permitted by law, the Club's Articles of Incorporation, or these Bylaws to be taken at a meeting of the members may be taken without a meeting and without prior notice, by written consent setting forth the action to be taken or so taken and signed by a majority of the members; provided, that a copy of the written consent is delivered to those members who have not signed the consent within ten (10) days from the date thereof.

Article 4 Directors and Officers

Section 1 Board of Directors

The Board shall be comprised of eight (8) members, including, the President, Vice President, Secretary, and Treasurer and three other persons who shall serve as members at large, all whom shall be elected by the members to the Board. In the case where the incumbent President is not re-elected to the board, the past president shall serve as a director for a term of one year and until his or her successor is elected and qualified. The Training Director shall also serve as a member of the board. The general management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2 Officers

The Club's officers shall consist of the President, Vice President, Secretary, and Treasurer, who shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its members. The President shall preside at all meetings of the Club and of the Board, and shall have the duties and the powers normally appurtenant to the office of President in addition to those particularly specified in these Bylaws. The Vice President shall have the duties and exercise these powers of the President in case of the President's death, absence, or incapacity. The Secretary shall keep a record of all meetings of the Club and the Board and all matters of which a record shall be ordered by the Club. The Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify

officers and directors of their election to office, keep roll of the members of the Club with their addresses, and carry out such other duties as prescribed in these Bylaws. The Treasurer shall collect and receive all moneys due or belonging to the Club. The Treasurer shall deposit the same in a bank designated by the Board in the name of the Club. The Club's books shall at all times be open to inspection of the Board. At every meeting, the Treasurer shall report the condition of the Club's finances and every item of receipt or payment not before reported and shall render an account of all moneys received and expended since the last club meeting. The Treasurer shall be bonded in such an amount, as the Board of Directors shall determine. The signature of the President or Treasurer shall be required for all checks issued against the Club's account. The same person may hold both the offices of Secretary and Treasurer; provided that such person has only one vote at the Board of Directors meetings.

Section 3 Training Director

The Training Director shall assume the function of Chief Instructor of the various classes conducted by the Club and shall have full responsibility for the instruction given in the various dog training classes. The Training Director shall have the authority to bar from attendance at any class and from the training area any dog and/or handler who, in his or her opinion, tends to disrupt class. The Training Director shall have voting privileges on the Board of Directors.

Section 4 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 remaining members of the Board at its first regular meeting following the creation of such vacancies, or at a Special Board Meeting called for that purpose; except that a vacancy in the office of President shall be filled by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

Article 5 The Current year, Annual Meeting, Election

Section 1 Club Year

The Club's fiscal year shall begin on the first day of March and end on the last day of February.

Section 2 Annual Meeting

An annual meeting of the members shall be held in the month of February at which officers and directors for the ensuing year shall be elected by secret written ballot from among those nominated in accordance with Section 3 of this Article. All officers and directors, except the Treasurer, shall take office immediately upon the conclusion of the annual meeting of the members. The Treasurer Elect shall assume office at the beginning of the Club's fiscal year. Each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the new officer take office.

Section 3 Nominations

The officers and directors of the Club shall be nominated from the floor at the annual meeting of the members. All nominee's must be members in good standing and must consent to the nomination either verbally or by a written statement if absent. A member who has served 3 consecutive terms in the same office may not be nominated for that same office.

Section 4 Elections

The voting process will be the nomination of a Board position followed by a vote taken for that position only. The nominated candidates receiving the greatest number of votes for each office shall be declared elected. The voting order shall be President, Vice President, Secretary, Treasurer and then the three Members at Large.

The election of the Members at Large will be taken in one vote with each member voting for three of the candidates. The three nominated candidates who received the greatest number of votes will be declared elected.

Article 6 Committees

Section 1 Standing Committees

The Board may each year appoint standing committees to advance the work of the Club in such matters as obedience trials, agility, tracking tests, trophies, annual prizes, membership and other fields which may well be served by committees.

Section 2 Training Director and Committee Chairperson

The Board will appoint the Training Director and the chairperson of all standing committees at the first Board of Directors meeting following the annual meeting of the members.

Section 3 Committee Appointment 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 Board may appoint successors to those persons whose services have been terminated.

Article 7 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. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00, which shall be forfeited in 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 actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interest of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than three 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 an assurance that the defendant may personally appear in their own defense and may bring witnesses.

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 equally in that regard. Should the charges be sustained, after hearing all the 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 be expulsion. In such cases, the suspension shall not restrict the defendant's right to appear before his or her fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the 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 members 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 membership to be held within sixty

days but not earlier than thirty days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations and shall invite the defendant, if present, to speak on his or her own behalf. The members shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of the members voting at a meeting where a quorum is present shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall nevertheless stand.

Article 8 Amendments

Section 1 Proposal

Amendments to the Bylaws may be proposed by the Board of Directors or by written petition to the Secretary signed by 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 to the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Section 2 Voting

The Bylaws may be amended by a 2/3 vote of the members present and voting at any regular meeting or special meeting called for the purpose, provided that a quorum is present and the proposed amendments have been included in the notice of the meeting.

Article 9 Dissolution

The Club may be dissolved at any time by written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or by operation of law, none of the property of the Club shall be distributed to members; provided, that after payment of 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 10 Rules of Order

The rules contained in the current edition of the "Roberts Rules of Order, Newly Revised," shall govern the Club in all cases to which they are applicable and in which that are not inconsistent with these Bylaws and any other special rules of order the Club may adopt.

Article 11 Indemnification

(A) The Club shall indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding:

- (1) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Club to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his/her capacity as Director, officer, employee, or agent of the Club, or of any other corporation, partnership, joint venture, trust, or other enterprise which he/she served as such at the request of the Club, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Club, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Club or that he/she had reasonable grounds for belief that such action was unlawful.
- (2) By or in the right of the Club to procure a judgment in its favor by reason of his/her being or having been a Director, officer, employee, or agent of the Club, or of any other corporation,

partnership, joint venture, trust, or other enterprise which he/she served as such as the request of the Club, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Club. Such person shall not be entitled to indemnification in relation to matter as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his/her duty to the Club unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses which such tribunal shall deem proper.

(3) To the extent that a Director, officer, employee, or agent of the Club has been successful on the merits or otherwise in defense of any defense of any claim, issue, or matter therein, he/she shall be indemnified against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection therewith.

(4) If a determination is made that indemnification of the Director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Subsection (A), unless indemnification is ordered by the tribunal before which such action, suit, or proceeding is held. Such determination shall be made either by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or by the shareholders who were not parties to such action, suit, or proceeding.

(B) The Club may pay expenses incurred in defending any action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in paragraph (4) of Subsection (A) upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he/she is not entitled to be indemnified by the Club as authorized in this Article.

(C) The Club shall indemnify any person, if the requirements of Subsections (A) and (B) are met, without affecting any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested Directors, or otherwise, both as to action in such persons' official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent of the Club and shall inure to the benefit of the heirs, executors and administrators of such a person.

(D) The Club may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his/her status as such, whether or not the Club would have the power to indemnify him against such liability under the provisions of Subsection (A).

(E) The Club's indemnity of any person, including a person who may have served at its request as a director, officer or employee of another corporation, shall be reduced by any amounts such person may collect from the Club or from such other corporation.

(F) The Club may provide further and additional indemnity not inconsistent with applicable law.

(G) If any part of this Article shall be found in any proceeding to be invalid or ineffective, the validity and effect of the remaining provisions shall not be affected.

