

## CONSTITUTION AND BY LAWS

### K-9 OBEDIENCE CLUB OF JACKSONVILLE. INC.

As approved by the membership at the General Meeting of 15JUN2023

#### **ARTICLE I NAME AND OBJECTIVES**

##### **Section 1 Name**

The name of the Club shall be the K-9 Obedience Club of Jacksonville, Inc.

##### **Section 2 Objectives**

The objectives of the Club shall be:

- a) To foster and promote the welfare of dogs
- b) To promote the training of all dogs and their handlers the advancement of all dogs,
- c) to disseminate the knowledge regarding dog obedience training, in obedience, tracking and agility, and any other events for which the club is eligible under the Rules and Regulations of the American Kennel Club
- d) to conduct classes for the training of dogs and their handlers open to members of the public,
- e) to encourage the training of judges,
- f) to encourage and cooperate with individuals and other groups with similar purposes,
- g) to hold and support companion and performance events, and any other events for which the club is eligible, under the rules and regulations of American Kennel Club (AKC), and other registries
- h) to promote cooperation and good sportsmanship among its members in the training and exhibition of dogs and to provide education to the community in the training and exhibition of dogs and to support canine related charitable organizations.
- i) To devote all profits accruing to the club to the above purposes or to make specific bequests to such charitable or civic organizations as shall be approved by a majority vote of those in attendance and voting at a K9 Obedience meeting, special Club meeting, Board meeting or special Board meeting; however, members serving as instructors and/or official trial secretary at any Club AKC trials may be compensated for their services in reasonable amounts comparable to the compensation paid to professional AKC trial secretaries or instructors in Florida.
- j) The Club shall operate in accordance with the government standard of a 501 (c) (3)

### **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 benefit 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 these objectives.

## **ARTICLE II MEMBERSHIP**

### **Section 1 Membership**

Eligibility: The membership shall consist of an unlimited number of Active, Provisional, Junior, Honorary and Life members who are in good standing with the AKC or other recognized registries with an interest in dog training and who subscribe to the mission, philosophy and purpose of this club. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeds and exhibitors in its immediate area.

- a) Active members shall be persons, 18 years of age or older, who have completed a six (6) month probation period, are current with their annual dues and who are in good standing with the Club.
- b) Provisional members shall be persons who have not met the qualifications of Active members, but who, in opinion of the Board of Governors, would make valuable members of the club. They shall pay dues and have all the rights and obligations of the club except that they may not vote or hold office.
- c) Junior members shall be persons who meet all the qualifications of Active members except that they shall be over 12 and under 18 years of age. They may not vote or hold office.
- d) Honorary members shall be persons who are not members of the club, but who achieved distinction through service of outstanding merit to the public or the club. They shall be recommended by the Board of Governors to the General membership and must receive the unanimous vote of those present at the regular General meeting. An Honorary member shall not have voting privileges and shall not hold any Club office.
- e) Life members shall be persons who have been active members and have served the club faithfully for a period of twenty (20) years. Additionally, Life Membership may be granted to active members who, for reasons of health or disability, may no longer be able to fulfill active membership requirements. To be honored with a Life Membership, a candidate must be unanimously recommended by the 3 members of the Board of Governors and receive the unanimous vote of the membership present at a regular General meeting of the club. A Life member

shall have all rights and privileges of the club except that they shall be exempt from payment of dues.

## **Section 2 Dues**

- a) Membership dues in an amount established before the month of November by the Board of Governors are payable on or before the 1st day of January of each year.
- b) The Board may establish a special family dues rate. In a family membership two (2) adults at the same address may have voting privileges
- c) Membership dues will be determined by the board.
- d) Any member whose dues are not paid for the current year shall not be entitled to nominate candidates for office, hold office, vote or receive any privileges of club membership.
- e) The Membership Chairperson shall send to each member, or publish in the newsletter, a notice of dues for the ensuing year no later than December 1st.
- f) Dues of Provisional members accepted after September 30th shall be applicable for the remainder of the year and through December 31st of the next year.

## **Section 3 Election of Members**

- a) A candidate for membership shall apply on a form approved by the Board of Governors.
- b) The applicant shall be proposed by the membership committee to the Board of Governors for its approval. Candidates become eligible for membership by reason of graduation from any training class at the K9 Obedience Club of Jacksonville FL, Inc. or anyone who has been awarded a qualifying a score towards a title or a title in a canine sport.
- c) Upon receipt of the application, the membership committee shall present the applicant's name to the Board of Governors for submission to the General Membership for approval as a six (6) month Provisional Member.
- d) Following a period of not less than six (6) months as a Provisional member, a candidate for membership may be presented by the membership committee to the membership for election as an active member.
- e) Upon a majority positive vote of Active members present at the meeting, the applicant shall become an Active member with all rights and privileges of such.
- f) Notification of membership election will be published in the Club Newsletter.

## **Section 4 Termination of Membership**

Membership may be terminated by the following:

- a) By resignation: A member in good standing may resign from the club upon written notice to the Secretary.
- b) By Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety (90) days after the

first 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 the meeting.

- c) By expulsion: A membership may be terminated by expulsion in Article VI of these By-Laws.
- d) Did not fulfill other requirements of membership

## **ARTICLE III MEETINGS AND VOTING**

### **Section 1 Club Meetings**

At least six (6) General meetings of the club shall be held in the City of Jacksonville, Florida, on the third Thursday of the month at such hour and place as may be designated by the Board of Governors. Written notice of each meeting shall be mailed at least five (5) days prior to the date of the meeting. The quorum for such meeting shall be fifteen (15) percent of the members in good standing.

### **Section 2 Special Club Meetings**

Special club meetings may be called by the President, or by special action 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 in the City of Jacksonville, Florida, at such place, date and hour as may be designated by the person authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at the 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 club business may be transacted thereat. The quorum for such a meeting shall be fifteen (15) percent of the members in good standing.

### **Section 3 Board Meetings**

Meetings of the Board of Governors shall be held in the City of Jacksonville, Florida, on the second Thursday of each month, at such hour and place as may be designated by the Board. Written notice of each meeting shall be communicated in writing at least five (5) days prior to the meeting date. The quorum for such a meeting shall be a majority of the Board. Any officer or other member of the Board of Governor absent from three (3) consecutive regular meetings of the Board may be dropped from the Board.

The club's members are welcome to attend Board meetings, but may not participate unless specifically recognized by the President. Members will be excused from the meeting if the Board goes into executive session.

### **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 designated by at least three (3) members of the Board. Such special meeting shall be held in the City of Jacksonville, Florida, at

such place, date and hour as designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be communicated in writing to the Secretary at least five (5) days and not more than ten (10) days prior to the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

### **Section 5 Committee Meetings**

Committee meetings may be held either in person or by electronic communication. All members attending by electronic communication will identify themselves when speaking. In such cases the media chosen must allow all participating members to, at a minimum, hear each other.

### **Section 6 Quorum at Meetings**

- a) General Meetings: The quorum for each shall be initially set at fifteen percent (15%) of the club's total membership in good standing and may be renewed annually by the Board.
- b) Special General Meetings: The quorum for each meeting shall be initially set at fifteen (15%) of the club's total membership in good standing and may be renewed annually by the Board.
- c) Board Meetings: The quorum for each Board meeting is a majority of the filled Board positions.
- d) Special Board Meetings: The quorum for each Board meeting is a majority of the filled Board positions.

### **Section 7 Voting**

As defined in Article II, Each single member in good standing whose dues are current shall be entitled to one (1) vote at any meeting of the club at which he/she is present. In a family membership two (2) adults, at the same address, in good standing, whose dues are current, shall each be entitled to a vote. Proxy voting will not be permitted at any Club meeting or election.

## **ARTICLE IV BOARD OF GOVERNORS, DIRECTORS AND OFFICERS**

### **Section 1 Board of Governors:**

The Board shall be comprised of the President, 1st Vice President, 2nd Vice President, Secretary, Treasurer and four (4) other persons all of whom shall be elected at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. All Officers and Directors shall be elected to serve for a period of one (1) year except one Board member each year shall be elected to fulfill a two-year term. Additionally, the immediate past President shall automatically become a full voting member of the Board of Governors for term of one (1) year.

The Board is authorized to spend in accordance with the Club's Spending Policy.

General management of the Club's affairs including banking and monetary responsibilities shall be entrusted to the Board of Governors.

The Board shall arbitrate in disputed matters and deal with any questions not provided for in the By-laws. These Officers shall perform the duties as prescribed by By-Laws.

## **Section 2 Officers**

The Club's officers, consisting of the President, 1st Vice President, 2nd Vice President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and meetings and the Board and its meetings.

- a) The President shall preside at all meetings of the Club and Board, and have the duties and power normally given to the President in addition to those particularly specified in these By-Laws. The President shall appoint special and standing committees subject to the approval of the Board. Standing committees shall be: Budget and Planning, Building and Grounds, Hospitality, Membership, Programs, By-Laws Publicity, Training, Judge Selection, Library, Good Sportsmanship Award/Achievement Award.
- b) The 1st Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. Additionally, this person shall be the Trial Chairperson for all trials held during his term in office.
- c) The 2nd Vice President shall have duties and exercise the powers of the President and 1st Vice President should both be absent or incapacitated. Additionally, this person shall serve as Chief Steward and be responsible for the appointment and training of stewards for all trials during his or her term in office. This person shall be responsible for the trial site set up and breakdown during his or her term in office.
- d) The Secretary may be one officer with combined duties of recording and corresponding. The recording duties are to keep a record of all meetings of the Club and the Board and of all matters of which a record shall be ordered by the club. Each month's records shall include a copy of the minutes of the Board meeting, a copy of the minutes of the general meeting, a copy of the Treasurer's report and a copy of the newsletter. Additionally, at year's end, all these records shall be organized and placed in the Club's archives. In the temporary absence of the Secretary, these duties may be performed by any member in good standing appointed by the President for this purpose.  
The corresponding duties are to handle correspondence; notify Officers and Directors of their election to office; maintain the corporation book which will include correspondence, Board minutes, special Board minutes, general membership minutes, special general membership minutes, committee minutes, the current Constitution and By-Laws, and any other documents required by rules

or regulations, or directed by the Board; and shall supervise the roll of members of the Club with their addresses as kept by the Membership Chair; and carry out such other duties as are prescribed in these By-Laws or deemed necessary by the Board. The Secretary shall notify AKC of the current officers.

- e) The Treasurer is responsible for all accounting duties as required by the IRS for a charitable organization 501(C) (3) and other duties deemed necessary by the Board. The Treasurer's books shall be at all times open to inspection by the Board and a report provided to them at every meeting on the condition of the Club's finances including every item of receipt or payment not previously reported. At the annual meeting, the Treasurer shall render an account of all monies received and expensed during the previous year. The treasurer shall be bonded in such amount as determined by the Board of Governors. The Treasurer may work with a tax preparation professional to complete income tax filing as needed. The Treasurer's account shall be audited within two (2) weeks of the installation of officers. It shall be the duty of the Board of Governors to appoint a committee or engage someone to audit the Treasurer's accounts during the prescribed period.
- f) The Two (2)-Years Board Member shall serve as the Membership Chairperson. This person shall notify new members of their election to membership and maintain a Club roster with addresses. This person shall send to each member, or publish in the Club's newsletter, a notice of dues for the ensuing year no later than December 1st.

### **Section 3 Training Director:**

The Training Director shall supervise and coordinate all levels of training and shall oversee that the methods of class instruction are consistent among the instructors. The Training Director reports directly to the Board. The Training Director will make certain that instructors of the Club abide by, believe in, and carry out the Mission of the Club and its Training Philosophy. The Training Director will carry out other duties deemed necessary by the Board. A Training Director may also serve as an Officer of the Board.

### **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 then members of the Board at the first regular meeting following each 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 1st Vice President and the resulting vacancy in the office of the 1st Vice President shall be filled by the Board.

## **ARTICLE V THE CLUB YEAR, ANNUAL MEETINGS, ELECTIONS**

### **Section 1 The Club Year**

The Club's Year and Fiscal Years Calendar shall begin on the 1st day of January and end on the 31st day of December.

## **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 however if there is a slate of one (1) candidate per position by acclamation of the Nominating Secretary in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall immediately turn over to each successor all properties and records relating to that office.

## **Section 3 Elections**

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The four (4) 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 January, the Board shall select a Nominating Committee consisting of three (3) full members, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chairperson for the Committee and it shall be this person's duty to call a committee meeting which shall be held on or before March 1st .

- a) The Nominating Committee shall put forward one (1) candidate for each office and four (4) candidates for the 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 Nominating Committee's report, the Secretary shall, before or on April 1st, notify each member in writing, or publish in the Club's newsletter, the slate of candidates so nominated.
- c) Additional nominations may be made at the April General meeting by any member in attendance at this meeting. The nominating member shall present to the Secretary a written statement from the proposed candidate signifying his or 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 Nominating Committee.
- d) Nominations cannot be made at the Annual meeting or in any manner other than as provide in this Section.



## **Article VI COMMITTEES**

### **Section 1 Standing Committees**

The Board shall each year appoint standing committees to advance the work of the Club in such matter as matches, obedience trials, trophies, annual prizes, membership and other fields which may well be served by the 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. The President is ex-officio to all committees except the Nominating Committee.

### **Section 2 Ad Hoc Committees**

Ad Hoc committees may be appointed by the Board.

### **Section 3. Appointment Termination**

Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written note to the appointee, and the Board may appoint successors to those persons whose services have been terminated.

## **Article VII DISCIPLINE**

### **Section 1 Suspension from AKC or Other Registries**

Anyone who is suspended from any of the privileges of the AKC or other registries automatically shall be suspended from this club for a like period.

- a) Upon completion of a suspension and payment of any fines to that entity, suspended member's rights and privileges will be reinstated to the Club. Member must supply the Club with a letter from the entity stating member is in good standing with the registry and has had all privileges reinstated...
- b) Expulsion proceedings will be followed according to Article VII, Sections 2 to 4.

### **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 ten (\$10) dollars which shall be forfeited if such charges are not sustained by the full 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 interest of the Club. If the Board considers that the charges do not allege conduct which 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 for a hearing by the Board not less than three (3) weeks or more than six (6) weeks thereafter. The Secretary shall promptly send one (1) 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 or her own defense and bring witnesses if he or she 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 complainant and defendant, the Board may by majority vote of those present suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. In addition, if it seems that such punishment is insufficient, it may recommend to the membership that the penalty be expulsion. In such case, 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 Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceeding may occur at a regular or special meeting of the Club to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation. The defendant shall have the privilege of appearing in his or her own behalf if he or she wishes, 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 or her behalf for a limited time determined by the Board. The members present shall then vote by secret written ballot on the proposed expulsion. A majority vote of those present and voting 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 the Governors or by written petition addressed to the Secretary by twenty (20) percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Governors 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 2**

The Constitution and By-Laws may be amended, provided a quorum is present, by a two-thirds 2/3 vote of the members, in good standing who are present and voting at any regular or special meeting called for that purpose. The proposed amendments must be included in the notice of the meeting and mailed to each member, or published in the Club's newsletter, at least two (2) weeks prior to the date of the meeting.

## **Section 3**

Notwithstanding the above, the Board shall have the authority to correct any misspellings, punctuation, clerical, and other grammatical errors that do not affect the substance of this Constitution and By-Laws, without the necessity of submitting such corrections through the amendment process. Such changes are to be reported to the Membership general meeting following the change.

## **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 good standing with the Club. In the event of the dissolution of the Club, other than for purpose 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. 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 Governors.

## **Article X ORDER OF BUSINESS**

### **Section 1 Club Meetings**

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

- a) Roll Call
- b) Minutes of Last Meeting
- c) Board Report
- d) President's Report
- e) Secretary's Report
- f) Treasurer's Reports
- g) Committees' Reports

- h) Election of Board and Officers at the Annual Meeting
- i) Election of New Members
- j) Unfinished Business
- k) New Business
- l) Adjournment

## **Section 2 Board Meetings**

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

- a) Roll Call
- b) Minutes of Last Meeting
- c) Board Report
- d) President's Report
- e) Secretary's Report
- f) Treasurer's Report
- g) Committees' Reports
- h) Election of New Members (if applicable)
- i) Unfinished Business
- j) New Business
- k) Adjournment

## **ARTICLE XI RULES OF ORDER**

### **Section 1. Rules of Order**

The rules contained in the current edition of "Robert's 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.

### **Section 2. Parliamentarian**

The Parliamentarian shall be the person to explain Robert's Rules of Order.

## **Article XII CONFLICT OF INTEREST**

### **Section 1. Conflict of Interest.**

The Club shall maintain a Conflict-of-Interest Policy which shall require that all actual or potential conflicts be disclosed promptly and fully as provided for in such Policy. Any member of the Board having a conflict of interest on any matter, including but not limited to consideration for a Club office or award, shall neither participate in the deliberation

nor vote on any such matter. The Board may from time to time establish such rules and regulations in furtherance of this policy.