

BY-LAWS OF
ORLANDO DOG TRAINING CLUB, INC.
(Amended and Adopted November 2005)

ARTICLE I

PURPOSES

SECTION 1. In addition to the purposes already stated in Article II of the Articles of Incorporation of the Orlando Dog Training Club, Inc. the objectives of the club shall be:

a. To further the advancement of all breeds of pure-bred dogs and to conduct dog training classes open to members and to the public.

b. To conduct obedience trials, agility trials, tracking tests, Canine Good Citizenship testing, therapy dog testing, sanctioned agility matches, and sanctioned obedience matches under the rules and regulations of the American Kennel Club.

c. To do all in its power to protect and advance the interests of all breeds by encouraging sportsmanlike behavior and competition at obedience trials, tracking tests, Canine Good Citizenship testing, therapy dog testing, sanctioned obedience matches, and at any public event that is hosted by the Club (i.e., the Fair or obedience exhibitions).

d. 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 Club meeting, special Club meeting, Board meeting, or special Board meeting and under no circumstances to pay salary, fee, commission, or dividend to any member; provided, however, that members serving as official trial secretary at any Club AKC trials may be compensated for their services as trial secretary in reasonable amounts comparable to the compensation paid to professional AKC trial secretaries in Florida.

e. Fees for participating as a student in dog training classes taught by the Club shall be as proscribed by the Board of Directors.

SECTION 2. 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 3. The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

ARTICLE II

MEMBERSHIP

SECTION 1. ELIGIBILITY. There shall be three types of membership open to all persons who meet the requirements and 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 of the breeders and exhibitors in its immediate area.

a. Application for an Annual membership is open to all persons 18 years of age or older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.

b. Application for Junior Membership is open to all persons 10 years of age and including 17 years of age, who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club. Junior Members may not vote as a Member of the Club and may not hold any office in the Club. Junior Members may automatically convert their membership to Annual Membership upon reaching the age of 18 years and otherwise meeting the eligibility of Annual Membership.

c. Honorary Membership is a non-voting membership which may be conferred on persons deemed worthy by a majority vote of the Board of Directors and ratified by the Membership. Honorary Members may vote as a Member of the Club upon payment of Annual Membership dues.

SECTION 2. DUES. At the October Board meeting, the Board will recommend the rates for dues for the following year. A rate will be set for regular members and one for junior members. No dues will be assessed honorary members. All rates must be approved by simple majority at the October general membership meeting.

Dues are payable on or before the first (1st) day of January of each 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. Each applicant for membership shall attend two monthly meetings and shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these By-Laws and the rules of The American Kennel Club. The application shall state the name, address and occupation of the applicant, and it shall carry the endorsement of two members who are in good standing with The American Kennel Club. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the Corresponding Secretary and submitted to the Board of Directors at the first meeting following their receipt. The Board shall act as a membership committee to recommend the approval or disapproval of the applications. Applicants shall be voted on at the next regular meeting of the Club, with an affirmative vote of two-thirds of the voting members present and voting by secret ballot necessary for approval. Applicants for membership who have been rejected by the Club may not re-apply within six months after the rejection. Applicants

who have been accepted as members are expected to volunteer their services in Club working functions.

SECTION 4. TERMINATION OF MEMBERSHIP. Memberships may be terminated by:

a. By resignation. Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary; but no member may resign when in debt to the Club. Obligations other than dues are considered to be a debt to the Club and must be paid in full prior to resignation.

b. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

c. By expulsion. A membership may be terminated by expulsion as provided in Article VII of these By-Laws.

ARTICLE III

MEETINGS

SECTION 1. CLUB MEETINGS. Meetings of the Club shall be held once each month, in the greater Orlando area at such hour and place as may be designated by the Board of Directors. Notice of each such meeting shall be mailed to the entire membership at least five (5) days and not more than ten (10) days prior to the date of the meeting. Quorum shall be 20 % of members in good standing with the Club.

SECTION 2. SPECIAL CLUB MEETINGS. Special Club meetings must 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 Corresponding Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in the greater Orlando area, at such hour and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meetings shall be mailed by the Corresponding Secretary to the entire membership at least five (5) days and not more than ten (10) 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 percent of the members in good standing.

SECTION 3. BOARD MEETINGS. Meetings of the Board of Directors shall be held once each month, in the greater Orlando area at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed or otherwise delivered by the Corresponding Secretary to the entire membership of the Board, at least 5 days prior to the date of the meeting. Quorum shall be a majority of the members of the Board of Directors.

SECTION 4. SPECIAL BOARD MEETINGS. Special meetings of the Board must be called by the President, or by the Corresponding Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held the greater Orlando area at such hour and place as may be designated by the person authorized herein to call such meetings. Written notice of such meetings shall be mailed by the Corresponding Secretary to the entire membership of the Board at least five (5) days and not more the 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 a meeting shall be a majority of the Board.

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 is present. Proxy voting will not be permitted at any Club meeting or election.

SECTION 6. QUORUM. The quorum for a General Membership Meeting, Annual Meeting, or Special Membership Meeting will 20 percent of the members in good standing with the Club. The quorum for a Board Meeting or Special Board Meeting will be a majority of the Board.

ARTICLE IV

BOARD OF DIRECTORS, OFFICERS, AND TERMS OF SERVICE

SECTION 1. BOARD OF DIRECTORS. The Board shall be comprised of the President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer and four other persons all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article V, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors. No two members of the same family shall serve on the Board.

SECTION 2. OFFICERS. The Club's officers, consisting of the President, Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer shall serve in their respective capacities both with the regard to the Club and its meetings and the Board and its meetings.

a. The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers appurtenant of the office of the President in addition to those particularly specified by these By-Laws. The President shall be ex officio a member of all committees except the Nominating Committee.

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.

c. The Corresponding Secretary shall have charge of the correspondence, notify members of the meetings of the Club, 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 addresses and carry on such other duties as are prescribed in these By-Laws.

d. The Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club.

e. The Treasurer shall collect and receive all monies due or belonging 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 the annual meeting, he shall render an account of all monies received and disbursed during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

f. AKC Delegate: The Club's Delegate to the American Kennel Club shall be appointed by the Board of Directors and shall serve for a term of one year and shall represent the Club at the meetings of the AKC Delegate Body and shall attend all regular and required special meetings of the Delegate Body during that term. The Club's AKC Delegate shall report to the Board of Directors and to the Membership on the results of the meetings of the Delegate Body, following each meeting of the Delegate Body which the Delegate attends.

SECTION 3. VACANCIES. Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of all the then members of the Board at its first meeting following the creation of such vacancy.

ARTICLE V

THE CLUB YEAR, ANNUAL MEETING, AND ELECTIONS

SECTION 1. CLUB YEAR. The Club's fiscal year shall be begin on the first day of January and end on the 31st day of December. The Club's official year shall begin immediately at the conclusion of the election at the next annual meeting.

SECTION 2. ANNUAL MEETING. The annual meeting shall be held in the month of February at which directors and officers for ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 5 of this Article. They shall take office immediately upon conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. ELECTIONS. The nominated candidates receiving the greatest number of votes for each office shall be declared elected. The four nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4. NOMINATIONS. No person may be a candidate in a Club election who has not been nominated. During the month of October, the Board shall select a Nominating Committee consisting of five members, not more than one of whom may be a member of the Board. The Corresponding Secretary shall immediately notify the Committeemen of their selection. The Board shall name a Chairman for the Committee; it shall be his duty to call a committee meeting which shall be held on

or before November 1.

a. The Committee shall nominate one candidate for each office and four candidates for the additional positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Recording Secretary in writing.

b. Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall before December 15 notify each member in writing of the candidates so nominated.

c. Additional nominations may be made at the January Club meeting by any member in attendance, provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed is not in attendance at this meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.

d. Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

ARTICLE VI

COMMITTEES

SECTION 1. APPOINTMENTS AND COMMITTEES. The Board may each year appoint standing committees to advance the work of the club in such matters as dogs shows, obedience 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 Board to aid it on particular projects. At its first or second meeting of each official year, the Board shall make the following appointments:

a. A Parliamentarian to explain Robert's Rules of Order. This appointment shall be made within 30 days after the annual meeting and within 30 days after a vacancy occurs.

b. An Obedience Trial Secretary.

c. A Graduation Committee consisting of three (3) or more members. Such committee shall be in direct charge of and responsible for the Club's training class graduations, subject, however, to the final authority of the Board.

d. An Auditing Committee which shall consist of two or more members, which committee shall examine the records of the Treasurer following the close of the fiscal year and report its findings to the Club at the annual meeting.

e. A Publicity Chairman and Committee.

f. And other such committees as are considered desirable.

SECTION 2. 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 service had been terminated.

ARTICLE VII

DISCIPLINE

SECTION 1. THE 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.

a. Upon completion of The American Kennel Club suspension and payment of any fines to that entity, suspended member's rights and privileges will be reinstated to Orlando Dog Training Club, Inc. Member must supply this Club with a letter from The American Kennel Club stating member is in good standing with The American Kennel Club and has had all privileges reinstated with The American Kennel Club.

b. Expulsion proceedings will be followed according to Article VII, Section 2 - 4.

SECTION 2. CHARGES. Any member 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 Recording Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Recording 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 a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Corresponding Secretary shall promptly send on a copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that 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 complainant and defendant, the Board may, by a majority vote of those present, reprimand or 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 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 a decision, its findings shall

be put in written form and filed with the Recording Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. EXPULSION. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days, but not earlier than 30 days 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 Board's findings and recommendations, and shall invite the defendant, if present, to speak on his own behalf if he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 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 Directors or by written petition addressed to the Recording Secretary signed by 20 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 recommendations of the Board by the Corresponding Secretary for a vote within three months of the date when the petition was received by the Recording Secretary.

SECTION 2. The Constitution and By-Laws may be amended by a 2/3 vote of the Members present and voting by secret ballot 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.

SECTION 3. STANDING RULES. The Membership may adopt Standing Rules consistent with Florida law and the Articles of Incorporation of the Orlando Dog Training Club, Inc. and the By-Laws; otherwise they shall be null and void. All Standing Rules shall be read at the first Board Meeting following the election of officers for a new Board for analysis and any revisions. A Standing Rule may be proposed by any regular member at any regular membership meeting and voted on at the next regular membership meeting. A simple majority vote shall adopt the Standing Rule. Existing Standing Rules shall continue in effect unless amended by these provisions.

SECTION 4. In the event the Club becomes a member of the American Kennel Club, then thereafter, no amendment to the Club's Articles of Incorporation and/or By-Laws that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

ARTICLE IX

DISSOLUTION

SECTION 1. DISSOLUTION. The Club may be dissolved at any time by the written consent of not less than 2/3 of the Members in good standing with the Club. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary, or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club, but after payments 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.

ARTICLE X

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 follows:

- a. Roll Call
- b. Minutes of the last meeting
- c. Report of the Board
- d. Report of the President
- e. Report of the Secretary
- f. Report of the Treasurer
- g. Reports of Committees
- h. Election of Officers and Board (at Annual Meeting)
- i. Election of new members to the Club
- j. Unfinished Business
- k. New Business
- l. Adjournment

Section 2. BOARD MEETINGS. At meetings of the Board of Directors, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- a. Roll Call
- b. Minutes of the last meeting
- c. Reports of Committees
- d. Unfinished business
- e. New business
- f. 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.

(As duly adopted by the Membership at the regular monthly meeting held on November 21, 2005.)

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