

# THE GREAT DANE CLUB OF CENTRAL NORTH CAROLINA, INC.

Constitution and By-Laws, amended May 7, 2016



## Constitution

### ARTICLE I

#### Name and Objects:

##### SECTION 1.

The name of the Club shall be the Great Dane Club of Central North Carolina, Inc., herein after referred to as the Club.

##### SECTION 2.

The objects of the Club shall be:

- A. To encourage and promote quality in the breeding of purebred Great Danes and to do all possible to bring their natural qualities to perfection.
- B. To encourage responsible Great Dane ownership through education, mentoring, and fellowship.
- C. 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 Great Danes shall be judged and to encourage the study of the standard by breeders, judges, dog show committees, and others interested in the advancement of the breed.
- D. To assist in rescue work for Great Danes in need.
- E. To encourage dedication to the health and welfare of the breed.
- F. To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dogs shows and performance events.
- G. To conduct sanctioned matches, specialty shows and performance events under the rules and regulations of the American Kennel Club and to generate publicity on any matter affecting the welfare of the breed.
- H. To disseminate and promote ideals and objectives of the GDCA Charitable Trust.

##### 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 not be used to the personal benefit of 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 out these objects.

## **By-Laws**

### **ARTICLE I**

#### **Membership:**

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

###### Eligibility:

There shall be five classes of membership open to persons in good standing with the American Kennel Club who subscribe to the purpose of this Club and the Great Dane Club of America, provided such person(s) or any member of their immediate family owns or has owned a Great Dane and/or is interested in the welfare and advancement of the breed.

A. Regular Members: Any person eighteen (18) years of age or older in good standing with the American Kennel Club, may make application for regular membership in this Club.

B. Junior Members: Any person between the ages of ten (10) and seventeen (17) inclusive, provided they are an active participant of the breed, in good standing with the American Kennel Club, and present the breed in a positive manner, may make application for junior membership in this Club. Junior members will have all the rights and privileges of regular members, except voting and office holding.

C. Honorary Members: Honorary membership may be conferred only upon a person who has rendered a distinctly valuable service to the Club or the breed. Honorary members shall be exempt from dues and initiation fee, and shall enjoy all privileges of the Club except that they may not vote or hold office. Upon the recommendation of the Board of Directors, honorary membership may be conferred by a vote of two-thirds of the regular members present and voting at any regular meeting or any special meeting called for such purpose. A member so honored may maintain active (regular) membership status by paying the appropriate yearly dues.

D. Associate Members: Any person who lives outside of the Club's area or who lives in the Club's area but are not active members. Associate members are entitled to all Club privileges except voting and office holding.

E. Family Memberships are for households with two or more people applying for membership in the Club. These can either be Regular or Associate. Regular adult members of the family are eligible to vote, with a limit of two votes per household.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of those in its immediate area.

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

###### Election to Membership:

A. The applicant, excluding potential Associate members, must attend at least two (2) regular monthly meetings and/or events of the Club before applying for membership. If applicants are applying for family membership then all applicants listed as part of the family must attend meetings and/or events.

B. Each applicant for membership shall apply in writing, directed to the Corresponding Secretary, on a form as approved by the Board of Directors, which shall provide that the applicant agrees to abide by the Constitution, By-laws, Code of Ethics, and rules of the Great Dane Club of Central North Carolina, the Great Dane Club of America, and of the American Kennel Club.

C. The application will be completed in its entirety and accompanied by a check payable to the Club in the appropriate dues amount and the \$20.00 application fee as specified on the application form required for the current year. The application shall be signed by two (2) sponsors, not of the same household, both of whom shall be regular members in good standing of this Club. Both sponsoring members shall be personally acquainted with the applicant.

D. All applications are to be filed with the Corresponding Secretary. Upon receipt of any application, all dues and application fee shall be immediately forwarded to the Treasurer of the Club.

E. The application for membership shall be referred to the Board of Directors and the members of the Club. Each application will be read at the first meeting of the Club following its receipt. After the first reading the Board of Directors shall direct the Corresponding Secretary to communicate the name of each applicant and their sponsors to the club membership. Comments from members shall be submitted in writing to the Corresponding Secretary. All comments must be received before the next monthly meeting of the Club following the publication.

F. At the next club meeting following the communication, the application will be voted upon; affirmative votes of two-thirds (2/3) of the members present and voting at that meeting shall be required to elect the applicant.

G. Any applicant receiving a negative vote shall be refunded all dues paid within thirty (30) days after such vote. Application fees will be forfeited. A letter stating the results of the vote may accompany the refund. Applicants for membership who have been rejected by the Club may not reapply for one (1) year following such rejection.

H. Any person elected to regular membership shall have the full privileges of the Club, including the right to vote and hold office, providing his or her dues are paid in full, except that no member shall have the right to vote for the election of officers until thirty (30) days after his or her election to membership.

I. Any Junior members having reached their eighteenth (18th) birthday shall automatically become regular members upon payment of regular members dues.

J. Any member who has been dropped from membership may not reapply for one (1) year from date of termination and shall be required to make application as provided for new membership in the Club. Members whose membership lapsed due to late dues payments may be reinstated within the calendar year by paying their dues.

### SECTION 3.

#### Dues:

A. Membership dues for regular memberships shall be \$15.00; dues for regular family memberships shall be \$25.00; dues for junior memberships shall be \$10.00; dues for associate memberships shall be \$10.00; dues for associate family memberships shall be \$20.00 per year, payable on or before the first (1st) day of March of each year. No member may vote whose dues are not paid for the current year. During the month of January, the Treasurer shall send to each member a statement of his or her dues for the ensuing year.

B. Honorary Members are exempt from dues and initiation fees as provided in Article 1, Section 1. C of these by-laws.

C. Any person elected to regular membership after October 1st shall be considered fully paid for the following year.

D. Any member whose residence is outside the United States or Canada shall pay one and one-half (1 ½) times the annual regular membership dues.

#### SECTION 4.

Termination of Membership:

Membership may be terminated:

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

B. By lapsing. Any membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the due date. In no instance may a person whose membership has lapsed be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

C. By expulsion. Any member may be terminated by expulsion as provided in Article VI of these By-laws.

D. By permanent denial of privileges by the American Kennel Club.

## **ARTICLE II**

### **Meetings and Voting:**

#### **SECTION 1.**

Club Meetings:

Regular club meetings may be conducted face to face or via teleconference.

A. Regular Club Meetings. All meetings of the Club shall be held at least six times per year within the greater Raleigh, North Carolina area (with an extended territory north to Durham, east to Wilson, south to Fayetteville, south to Pinehurst and west to Winston Salem), at such hour and place as may be designated by the Board of Directors. Notice of each such meeting may be sent by regular mail or by email and shall be sent by the Corresponding Secretary at least ten (10) days prior to the date of the meeting. The quorum (the minimum amount of voting members) for club meetings shall be twenty (20%) percent of the members in good standing.

B. Special Club Meetings. Special club meetings may be called by the President, or by a majority vote of the Board of Directors who are present and voting at any regular or special meeting of the Board. Said meeting shall be called by the Corresponding Secretary upon receipt of a written or email request from the members requesting the meeting. Such special meetings shall be held within the greater Raleigh area, as may be designated by the Board of Directors. Written notice of such meetings shall be mailed or emailed to all members by the Corresponding Secretary at least seven (7) 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 twenty (20%) percent of the members in good standing.

#### SECTION 2.

Board of Directors Meetings:

Regular Board of Directors meetings may be conducted face to face or via teleconference.

A. Designated Meetings. The first meeting of the Board of Directors shall be held prior to the first regular meeting of the year. The final meeting of the Board of Directors, to wind up its business, shall be held after the last regular meeting of the year.

B. Other Regular Board of Directors Meetings. Meetings of the Board of Directors shall be held in such place and at such time, in the greater Raleigh area, as the Board may from time to time determine. The Board shall hold a minimum of six (6) meetings per year. Written notice of each such meeting shall be mailed or emailed by the Corresponding Secretary at least seven (7) days prior to the date of the meeting. The quorum for such meeting shall be the majority of the Board.

C. Board members who miss more than three (3) unexcused, consecutive Board meetings will be automatically dropped from the Board. Any vacancy arising from such resignation shall be filled pursuant to the provisions of these by-laws.

D. Special Board of Directors Meetings. Special meetings of the Board of Directors may be held at any reasonable time and place, in the greater Raleigh area, if called by the President or any three (3) members of the Board of Directors. Written notice of such meetings shall be mailed or emailed by the Corresponding Secretary at least seven (7) 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 meetings shall be a majority of the Board.

### SECTION 3.

Voting:

Each member in good standing whose dues are paid for the current year shall be entitled to one (1) vote at any meeting of the Club at which he or she is present. Family memberships are limited to two (2) votes from present family members. Proxy voting will not be permitted at any Club meeting or election.

## **ARTICLE III**

### **Directors and Officers:**

#### **SECTION 1.**

Board of Directors:

The Board of Directors shall be comprised of the officers of the Club and two (2) other members to be elected to staggered terms of three (3) years by the members at the annual meeting. The Board of Directors shall be vested with the authority and responsibility for the general management of the Club's property and affairs, so far as this delegation of authority is consistent with the laws of the state of North Carolina, the Club's Charter, Constitution, and By-Laws.

#### **SECTION 2.**

Officers:

The officers of the Club shall consist of a President, a Vice Present, a Treasurer, and Secretaries (Recording and Corresponding). Each officer shall be a regular member and shall be elected annually by the regular members by written ballot at the annual meeting of the members of the Club, and shall hold office for a period of one (1) year or until their successors are duly elected. No member shall hold more than one (1) office at a time.

A. President: The President, when present, shall preside at all meetings of the members and of the

Board of Directors. The President shall perform all duties commonly incident to his office and shall perform such other duties, as the Board of Directors shall from time to time designate.

B. Vice President: In absence of the President, the Vice President shall preside at all meetings of the members and of the Board of Directors, and shall perform such other duties as are commonly incident to the office and have such other powers and duties as the Board of Directors shall from time to time designate.

C. Treasurer: The Treasurer shall have the care and custody of the funds of the Club and shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to the office. The Treasurer shall submit all unpaid bills at each regular meeting of the Board of Directors for their approval, provided, however, any bill that does not exceed the sum of \$100.00 may be paid without such approval, but shall at the next regular meeting of the Board of Directors following payment secure ratification of the payment of such items. The Treasurer shall perform such other duties and have such powers as may be delegated by the Board of Directors from time to time, and shall be bonded in such amount as the Board may determine, the cost of such bond to be paid by the Club. At least once each year an audit committee selected by the Board of Directors shall audit the books and records of the Treasurer. All records shall be retained for the period of time required by the Internal Revenue Service.

D. Recording Secretary: The Recording Secretary of the Club shall keep an accurate record of the proceedings of all meetings of the members, and of the Board of Directors in books provided for that purpose. Any regular member may examine regular meeting records at a reasonable time and place. Board and committee meeting notes may be examined in the same respect by board members and committee members, but to no others. The Recording Secretary shall carry out such other duties as are prescribed in these by-laws. The Recording Secretary shall perform such other duties and have such powers, as the Board of Directors shall from time to time designate. In the absence of the Recording Secretary from any such meeting, a Secretary pro tempore shall be chosen who shall record the proceedings of such meetings in the aforesaid books.

E. Corresponding Secretary shall have charge of the correspondence, files, notices, and notifications to members; shall keep a roll of the members with their addresses. The Corresponding Secretary shall perform such other duties and have such powers, as the Board of Directors shall from time to time designate.

F. The Secretaries shall be sworn to their faithful performance of their duties. At the discretion of the Board of Directors, these two offices may be combined in one person.

### SECTION 3.

#### Appointments:

One (1) or more person(s) may be appointed by the Board of Directors to assist the officers listed above in the performance of their duties.

### SECTION 4.

#### Vacancies:

Any vacancy occurring on the Board of Directors or among the offices during the year shall be filled until the next annual election by a majority vote of all the remaining members of the Board of Directors at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board of Directors.

## **ARTICLE IV**

### **Club Year, Annual Meeting, and Elections:**

#### **SECTION 1.**

Club Year:

The Club's fiscal year shall begin on the 1st 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 annual meeting and shall continue through the election at the next annual meeting. All regular members in good standing may vote in the annual election.

#### **SECTION 2.**

Annual Meeting:

The annual meeting shall be held in the month of December at which Officers and Directors for the ensuing year shall be elected by written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the meeting and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within thirty (30) days after the election.

#### **SECTION 3.**

Annual Elections:

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time of the annual meeting, is unable to serve for any reason, such nominee shall not be elected and the Board of Directors in a manner provided by Article III, Section 4, shall fill the vacancy so created. The 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:

During the month of September, the Board of Directors shall select a Nominating Committee consisting of three (3) regular members, not more than one (1) of who may be a member of the Board of Directors. No regular member of the Club shall be eligible to serve on the Nominating Committee unless he shall have been a member in good standing for at least on (1) year; in addition thereto, the chairperson of the Nominating Committee shall not be eligible to serve on the Board of Directors. The Corresponding Secretary shall immediately notify the committee persons of their selection. The Board of Directors shall name a Chairperson for the committee and it shall be his or her duty to call a committee meeting, which shall be held on or before October 15th.

A. The committee shall nominate one (1) candidate for each office, as set forth in Article III, Section 1 and 2. The Nominating Committee may nominate any regular member in good standing. No person may be a candidate for more than one (1) position. The Nominating Committee may not nominate the chairperson for office. After securing the consent of each person so nominated, the Nominating Committee shall immediately report their nominations to the Corresponding Secretary in writing or via email.

B. Upon receipt of the Nomination Committee's report, the Corresponding Secretary shall, before November 1st, notify each regular member in writing or by email of the candidates so nominated.

C. Additional nominations may be made by any member, provided that the person so nominated is



willing to serve in the proposed office. Evidence of willingness could be a written statement from the nominated candidate or verbal assent if nominated at a club meeting. No person may be a candidate for more than one position.

D. If no valid additional nominations are received by the Corresponding Secretary and President by November 15th, the Nominating Committee's slate shall be declared elected at the time of the annual meeting and no balloting will be required.

E. In the event additional nominations are made the Corresponding Secretary shall, on or before December 1st, notify each regular member of the Club of the name(s) of the candidate(s) so named or proposed.

F. No nominations shall be made from the floor at the annual meeting of the Club or in any other meeting than as provided in this Section.

## **ARTICLE V**

### **Committees:**

#### **SECTION 1.**

The Board of Directors may, each year, appoint standing committees to advance the work of the Club in such matters as matches, specialty shows, performance events, trophies, annual prizes, membership, and other fields which may well be served by committees. Such committees or persons shall always be subject to the final authority of the Board of Directors. Special committees may also be appointed by the Board of Directors to aid it on particular projects. All appointed committees shall serve only until the new Officers and Directors shall take office.

The President shall by virtue of his office be a member of all committees with voting privileges, except for the nominating committee.

#### **SECTION 2.**

Business of Committees may be conducted in person or via teleconference, in the same fashion as regular club meetings. The committee chair is responsible for all documentation of transactions of their committee.

Committees shall give a report of events and activities at each regular club meeting.

#### **SECTION 3.**

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 VI**

### **Discipline of Members:**

#### **SECTION 1.**

Any member who is suspended from the privileges of the American Kennel Club shall automatically be suspended from the privileges of the Club for a like period.



## SECTION 2.

### Charges:

Any individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of twenty-five (\$25.00) dollars, which shall be forfeited if such charges are not sustained. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board of Directors, which shall promptly meet to determine the validity of the charges. The Board of Directors shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or breed. If the Board of Directors considers that the charges do not allege conduct that would be prejudicial to the best interest of the Club or breed, it may refuse to entertain jurisdiction. If the Board of Directors entertains jurisdiction of the charges it shall fix a date for a hearing by the Board of Directors not less than three (3) weeks nor more than six (6) weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by registered mail with return receipt, 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 so wishes. Any member shall have the right to appear and be represented by counsel.

## SECTION 3.

### Board Hearings:

A majority vote of the Board of Directors present shall determine and decide all matters before it. Should the charges be sustained after hearing all evidence, testimony or affidavits presented by the complainant and defendant, the Board of Directors may reprimand the defendant or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. If it deems that punishment insufficient, it may also recommend to a meeting of members that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before the next regular meeting, or any special meeting of the Club called to consider the Board of Directors' recommendation. Any member shall have the right to appear and be represented by counsel. Immediately after members have reached a decision, its findings shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary who, in turn, shall notify the defendant or defendants of the decision by the meeting and the action taken.

## 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 a proceeding may occur at a regular or a 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 of expulsion. Notice shall be sent at least ten (10) days in advance to all regular members and to the defendant of the date, time and place of any meeting at which any recommendation of the Board of Directors shall be considered. 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 shall invite the defendant, if present, to speak in his or her own behalf if desired. The members shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at such a meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

## **ARTICLE VII**

### **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 Corresponding Secretary signed by twenty (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 within three (3) months of the date when the Corresponding Secretary received the petition.

## **SECTION 2.**

The Constitution and By-laws may be amended at any time provided a copy of the proposed amendment(s) have been mailed by the Corresponding Secretary to each member in good standing at least two weeks prior to the date of the meeting in which the amendment will be voted on. The favorable vote, by secret ballot, of two-thirds (2/3) of the members present and voting at any regular or special meeting, shall be required to effect any such amendment. When the revised document is printed a copy approved by the Great Dane Club of America must be submitted to the AKC along with the date of the vote, the percentage of total membership that voted, and the breakdown of the vote.

## **ARTICLE VIII Standing Rules:**

### **SECTION 1.**

The Club may establish standing rules to better the operations and functions of the Club where as such is not governed by or in conflict with the constitution, charter, or this set of by-laws.

### **SECTION 2.**

The Club may accept a standing rule, after a vote of two-thirds (2/3) of the members present at the meeting. All standing rules will be numbered using the year and the sequential number of the rule. A standing rule may be removed only after a motion of the membership, then notifying (by newsletter, letter or email) the club membership of the rule to be removed prior to the vote.

## **ARTICLE IX Dissolution:**

### **SECTION 1.**

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. 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 member(s) of the Club, but after payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

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

- A. Roll Call
- B. Reading of Minutes of last meeting
- C. Report of President
- D. Report of Secretaries
- E. Report of Treasurer
- F. Report of Committees
- G. Election of Officers and Board (at annual meeting)
- H. Election of new members
- I. Unfinished business
- J. New business
- K. 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:

- A. Roll Call
- B. Reading of Minutes of last meeting
- C. Report of President
- D. Report of Secretaries
- E. Report of Treasurer
- F. Reports of Committees
- G. Unfinished business
- H. New business
- I. Adjournment

## **ARTICLE XI**

### **Parliamentary Authority:**

## **SECTION 1.**

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 bylaws and any other special rules of order the Club may adopt.