

Marion-Alachua Dog Training Association, Inc
Special Board of Directors Meeting
March 28, 2017 – 6 PM

A special meeting of the board of directors was called to consider two items.

Item 1 – UKC Entry

Item 2 – By-Laws Review

Absent: Cindy Deak, Pat Paulding, Aline Brisendine. Robin Stewart left early.

President Joan Stewart called the meeting to order 6:12 PM

An Executive session was declared to discuss a UKC Entry issue.

Upon conclusion of the executive session, the by-law review/revision was considered.

Item 2 – By-Laws

Final Review was completed and a number of additional changes were made. See attached by-laws.

Joan will distribute to the membership on or before April 11 with a brief synopsis of the major changes. She will request constructive written comments to be submitted to the BOD no later than May 1. The board will review written comments at the May board meeting and final draft will be distributed to the membership and presented for adoption at the June general meeting.

Donna agreed to work on an effective date clause and to find all the references to voting and included language that a quorum must be present for voting.

MOTION by Mary Riley to adjourn was seconded. **MOTION** carried unanimously.

Adjourned at 8:15 PM

Respectfully submitted

Donna Hamm, Recording Secretary



MARION-ALACHUA DOG TRAINING ASSOCIATION, INC.

CONSTITUTION

ARTICLE I

Name and Objectives

- Section 1 The name of the Association shall be Marion-Alachua Dog Training Association, Incorporated, hereinafter referred to as MADTA.
- Section 2 The mission of MADTA shall be:
- To foster and to promote the welfare of dogs, to hold performance events under the rules and regulations of the American Kennel Club, hereinafter referred to as AKC, and to promote other performance events.
 - To promote good sportsmanship among its members and the community in the training and exhibition of dogs.
- Section 3 MADTA shall not conduct or operate for profit and no part of any profits or remainder shall accrue to the benefit of any member.
- Section 4 The members of MADTA shall adopt and may from time to time revise such By-Laws as may be required to carry out its mission.

BY-LAWS

ARTICLE I

Membership

- Section 1 **Eligibility:** While membership is to be unrestricted as to residence, MADTA's primary mission is to represent the breeders and exhibitors in its immediate geographic area. Membership is open to all persons who are in good standing with the AKC and who subscribe to the mission and policies of MADTA.
- Voting Membership:** Adult members (individuals eighteen years of age and older) who are in the membership categories defined below may vote and hold office.
 - Single: Membership for one (1) eligible adult individual
 - Household: Two (2) adults living in the same house.
 - Honorary Lifetime Membership: May be awarded to members who are in good standing, have maintained membership for at least 15 years, who contribute significantly to the welfare of the club, and are nominated by the general membership or the Board for approval at a general meeting.
 - Non-Voting Membership:** Individuals under the age of 18 may become Junior members of MADTA but cannot vote.

- Section 2 **Dues:**
- a. Membership shall be annual: The amount of dues will be determined by the Board at a meeting prior to elections.
 - b. Dues shall be for the period of January 1 through December 31. New members accepted after October 1 will be granted membership through December 31 of the following year.
 - c. Notice shall be sent by electronic mail not later than November 15 of each year to each member notifying that annual dues are due and payable.
 - d. Annual dues are due by December 1. A grace period to January 31 will be granted. If dues are not paid by January 31, the person(s) will have to apply for a new membership.

- Section 3 **Election to Membership:** Each applicant for membership shall apply on a form approved by the Board and which shall provide that the applicant agrees to abide by the Constitution, By-Laws and policies of MADTA.
- a. A person interested in becoming a member must attend two (2) consecutive general meetings as a guest. Exceptions to this sub-section may be granted by the Board of Directors.
 - b. Prior to being voted upon for full membership, the applicant must complete at least one volunteer activity.
 - c. Upon completion of the membership requirements, the completed applications and appropriate fee will be submitted to the membership chair.
 - d. The Membership Chair will present the application at a general membership meeting when a quorum is present. An affirmative vote of fifty percent (50%) of the members present and voting at the meeting shall be required to elect the applicant.

- Section 4 **Termination of Membership:** Memberships may be terminated:
- a. By resignation: Any member in good standing may resign from MADTA upon written notice to the Corresponding Secretary.
 - b. By Lapsing: A membership will be considered automatically terminated if a member's dues remain unpaid after January 31.
 - c. By Expulsion: A member may be terminated by expulsion as provided in Article VI of these By-Laws.

ARTICLE II

Meetings and Voting

- Section 1 **General Meetings:** General Meetings of MADTA shall be held in the greater Gainesville/Ocala, Florida, area. MADTA will meet at such hour and place as may be designated by the Board but not less than six (6) times per year. Membership shall be notified of the meeting dates and times. MADTA is obligated to hold a general meeting in the month of August for nominations from the floor and is obligated to hold an annual election meeting in the month of September.

- Section 2 **Special General Meetings:** Special general meetings may be called by the President or by a majority vote of the members of the Board who are present and voting at any general or special meeting of the Board, or shall be called by the Recording Secretary upon receipt of a petition signed by five (5) MADTA members who are in good standing. Such special meetings shall be held in the greater Gainesville/Ocala, Florida, area, at such place, date, and hour as may be designated by the person or persons

authorized herein to call such meetings. Electronic mail notice of such a meeting shall be sent by the Recording Secretary at least three (3) days, but not more than five (5) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be conducted thereat.

Section 3 **Board Meetings:** Meetings of the Board shall be held in the greater Gainesville/Ocala, Florida, area at least six (6) times per year at such hour and place as may be designated by the Board. The Board shall be responsible for establishing a schedule of Board meetings and informing the membership of the schedule.

When a quorum of the members of the Board is present at the specified meeting place, a member or members of the Board may attend the general Board meeting using electronic communication. In such cases the media chosen must allow all participating members to, at a minimum, hear each other. All rules of order will apply. Members attending by electronic means will identify themselves when speaking.

MADTA members are welcome to attend Board meetings, but may not participate unless specifically requested to attend or recognized by the President. MADTA 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, or by the Recording Secretary upon receipt of a written request of at least three (3) members of the Board. Meetings shall be held in the greater Gainesville/Ocala, Florida, area at such place, date, and hour as may be designated by the person authorized herein to call such a meeting. Electronic notice of such meetings shall be sent by the Recording Secretary at least three (3) days and not more than five (5) 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.

If necessary, some or all Board members may attend special Board meetings using electronic communication. In such cases, the media chosen must allow all participating members to, at a minimum, hear each other. Notice of an electronic meeting will include instructions on how to participate. All rules of order will apply. In addition, the presence of a quorum will be determined by roll call. Members attending by electronic means will identify themselves when speaking. Motions will be recorded and read back by the Recording Secretary. Seconds will be recorded by name. Votes will be recorded by roll call.

Section 5 **Quorum:**

- a. General Meetings: The quorum for each meeting shall be initially set at twenty percent (20%) of MADTA's total membership. The quorum for general meetings may be adjusted once annually by the Board at the first meeting of the Board after the elections.
- b. Special General Meetings: the quorum for each meeting shall be initially set at twenty-five percent (25%) of MADTA's total membership. The quorum for special general meetings may be adjusted once annually by the Board at the first meeting of the Board after the elections.
- 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 special Board meeting is a majority of the filled Board positions.

Section 6 **Voting:** Each voting member as defined in Article 1 whose membership dues are paid for the current year shall be entitled to one vote at any general meeting of MADTA at which he or she is present. Members must be present at the designated meeting place to vote. Proxy, absentee, or mail-in ballots will not be allowed at any meeting or election. Voting is not valid unless a quorum as defined in Section 5 is present at the meeting or election.

ARTICLE III Directors and Officers

Section 1 **Board of Directors:** The Board shall be comprised of the President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, Training Director and one (1) Board member at large, all of whom shall be members in good standing and all of whom shall be elected for one-year terms, except for the Board Member at large, who shall serve a two-year term. General management of MADTA's affairs shall be entrusted to the Board.

The Board is authorized to spend, without general membership approval, an amount of up to \$6,500 for expenses in the ordinary course of business or other higher limit as determined by the general membership at the annual meeting. The general membership must approval all major equipment or other non-operating purchases in excess of \$2,500 or other higher limit as determined by the general membership at the annual meeting.

The Board shall also arbitrate in disputed matters and deal with any questions not provided for by the By-Laws. These Officers shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by MADTA.

Indemnification: MADTA shall indemnify and hold all Officers and Board members harmless from all liability, obligations, claims, causes of action, or expenses of any kind, including reasonable attorney's fees, that may arise or be incurred by them as a result of the lawful performance of their duties or in behalf of the organization, to the full extent allowed under the Non-profit Corporation Law of the State of Florida.

Section 2 **Officers:** The Officers of the Board shall serve in their respective capacities for MADTA and the Board. The Board shall have general supervision of the affairs of MADTA between its meetings, make recommendations to the membership and shall perform such other duties as specified in these By-Laws. The Board shall be subject to the orders of two-thirds (2/3) majority of the members of MADTA attending and voting when a quorum is present, and none of its acts shall conflict with the actions taken by the membership. The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern MADTA in all cases to which they are applicable and in which they are not inconsistent with these By-Laws, and any special rules of order MADTA may adopt.

- a. The President shall preside at all membership and Board meetings and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these By-Laws.

- b. The Vice-President shall exercise the powers of the President in case of the President's death, absence or incapacity and shall carry out those duties particularly specified by these By-Laws.
- c. The Recording Secretary shall keep a record of all general and Board meetings and of all matters of which a record shall be ordered by MADTA, shall notify members of meetings, shall provide the Corresponding with minutes for the corporate book and carry out such other duties as are prescribed in these By-Laws. Electronic mail may be used to correspond with members for any and all notices.
- d. The Corresponding Secretary shall have charge of correspondence; notify new members of their election to membership; notify Officers and Directors of their election to office; maintains 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 MADTA with their addresses as kept by the Membership Chair; and carry out such other duties as are prescribed in these By-Laws.
- e. The Treasurer shall collect and receive all monies due or belonging to MADTA. The Treasurer shall deposit the same in a bank designated by the Board, in the name of MADTA. The Treasurer's books shall at all times be open to inspection of the Board, and the condition of MADTA's finances and every item of receipt or payment not before reported; and at the annual meeting the Treasurer shall render an account of all monies received and expended during the previous fiscal year for inclusion in the corporate record. The Treasurer shall be bonded in such amount as the Board shall determine and which shall be reviewed annually.
- f. The Training Director shall be Chairperson of the Training Committee. The Training Director shall supervise and coordinate the obedience, rally, agility, and other performance and training classes as deemed appropriate and shall be especially aware that the methods of instruction are consistent.

Section 3 **Vacancies:** Vacancies occurring on the Board or among the Officers during the year shall be filled until the next election by a majority vote of the remaining members of the Board at its first general 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.

ARTICLE IV

The MADTA Year, Annual Meeting, Elections

Section 1 **MADTA Year:** MADTA's fiscal year shall begin on January 1 and end on December 31. MADTA'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.

Section 2 **Annual Meeting:** The annual meeting shall be held in the month of September at which Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. In the event that all of the nominees for office are unopposed, the President may waive the requirement for a secret, written ballot and declare all nominees by unanimous consent. The newly elected Board shall take office immediately upon the conclusion of

the election and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within thirty (30) days after the election.

Section 3 **Elections:** The nominated candidate receiving the greatest number of votes for each Board position shall be declared elected.

Section 4 **Nominations:** No person may be a candidate in a MADTA election who has not been nominated. During the month of June the Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one (1) of whom may be a member of the Board. The Board shall name a chairperson for the committee.

- a. The committee shall nominate one (1) candidate for each office and Board position after securing the consent of each person nominated. The committee chairperson shall report their nominations to the Board at least two (2) weeks prior to the August general meeting.
- b. Upon receipt of the Nominating Committee's report, the Board shall notify each member by electronic mail of the candidates so nominated at least two (2) weeks prior to the August general meeting.
- c. Additional nominations may be made at the August general meeting by any member in attendance, provided that the nominated person does not decline the office. If the nominee is not in attendance at the meeting an acceptance of the nomination must be presented at the meeting. No person may be a candidate for more than one position.
- d. Nominations cannot be made at the annual meeting or in any manner other than provided in this Section.

ARTICLE V Committees

Section 1 The Board may each year appoint standing committees to advance the work of MADTA.

Section 2 Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI Discipline

Section 1 **American Kennel Club Suspension:** Any member who is suspended from any of the privileges of the AKC automatically shall be suspended from the privileges of MADTA for like period.

Section 2 **Charges:** Any member may bring charges against a member for alleged misconduct prejudicial to the best interest of MADTA. Written notice with specifications setting forth the offenses(s) must be filed in duplicate with the Corresponding Secretary together with a deposit of \$100.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding 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 MADTA. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of MADTA, 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 or more than six weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/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. No member of the Board bringing charges, or with an interest, may participate in the voting process. 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 MADTA or may reprimand the defendant. Suspensions shall be for not more than six months from the date of the hearing. And, if it deems that the punishment is insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension or reprimand shall not restrict the defendant's right to appear before his/her fellow members at the ensuing 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 decision and penalty, if any.

Section 4 **Expulsion:** Expulsion of a member from MADTA may be accomplished only at a meeting of MADTA following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a general or special meeting held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/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 in his/her own behalf if he/she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (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 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 Secretary signed by twenty-five percent (25%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board 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 present and voting at any general or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and electronically mailed to each members at least two (2) weeks prior to the date of the meeting.

ARTICLE VIII

Dissolution

Section 1 **Dissolution:** MADTA may be dissolved at any time by a written consent of not less than two-thirds (2/3) of the members. In the event of the dissolution of MADTA, other than for purposes of reorganization, whether voluntary or involuntary or by operation of the law, none of the property of MADTA, nor any proceeds thereof nor any assets of MADTA, shall be distributed to any of its members. After the payment of its debts, MADTA's property and assets shall be given to a charitable organization(s) for the benefit of dogs as selected by the Board.

ARTICLE IX

Order of Business/Agenda

Section 1 At general MADTA meetings, the order of business/agenda, so far as the character
and nature of the meeting may permit, shall be as follows:

Roll Call
Minutes of the last general meeting and minutes of the last Board meeting
Report of the President
Report of Secretary
Report of Treasurer
Report of Committees
Election of Officers and Board Member (at annual meeting)
Election of New Members
Unfinished Business
New Business
Adjournment

Section 2 At meetings of the Board, the order of business/agenda, unless otherwise directed by the majority vote of those present shall be as follows:

Reading of minutes of the last meeting
Report of President
Report of Secretary
Report of Treasurer
Reports of Committees
Unfinished Business
New Business
Adjournment

ARTICLE X

Parliamentary Authority

Section 1 The rules contained in the current edition of Robert's Rules of Order, Newly Revised" shall govern MADTA 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 MADTA may adopt.

ARTICLE XI Standing Rules

Section 1 **Committees:** Appointed by the Board of Directors.

- a. Standing Committees:
 1. Trials. Chairpersons for agility obedience, rally, and other performance events shall be appointed by the Board.
 2. Membership. The Chairperson shall be appointed by the Board. It shall be the duty of the Membership Chair to welcome visitors and guests to the general monthly meetings of MADTA, receives membership applications for presentation to the general membership and notifies new members of their election to membership, and maintains MADTA's roster.
 3. Training. The Chairperson shall be the MADTA Training Director.
- b. Ad Hoc Committees: Ad Hoc committees may be appointed by the Board as needed.

ARTICLE XII Effective Date

These by-laws will become effective immediately upon acceptance by the general membership. The following provisions are made for transition.

- a. Board of Directors: All Officers and Board members in office at the time of adoption shall remain in their respective positions. All terms will expire at the September 2017 elections and the new board as defined in these by-laws shall take their seats with terms as defined in these by-laws.
- b. Current Membership Status/Dues: Memberships existing at the time of adoption will be valid until December 1, 2017 and dues will be considered paid through November 30. On December 1st, membership renewals will be accepted according to the terms defined in these by-laws.

By-Laws revised June 2017