



**MARION-ALACHUA DOG TRAINING ASSOCIATION, INC.**

**CONSTITUTION**

**ARTICLE 1**

**Name and Objectives**

- Section 1 The name of the Association shall be Marion-Alachua Dog Training Association, Incorporated, hereinafter referred to as MADTA or Club.
- Section 2 The mission of MADTA shall be:
- To foster and to promote the welfare of dogs, to hold companion and performance events under the rules and regulations of the American Kennel Club, hereinafter referred to as AKC, and to promote other events.
  - To promote good sportsmanship among its members and to provide education to the community in the training and exhibition of dogs, and to support canine related charitable organizations.
  - MADTA shall operate in accordance with the government standard of a 501 (c)(3).
- 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.

**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 to persons in the community with an interest in dog training who subscribe to the mission, philosophy, and policies and procedures of MADTA.
- Section 2 **Maintaining Membership:**
- Each member agrees to volunteer a minimum of twenty (20) hours annually and/or agrees to attend at least 4 (four) meeting per year.
  - Exceptions may be granted by the board.
- Section 3 **Voting Membership:** Adult members in good standing (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.

Section 4 **Non-Voting Membership:** Individuals under the age of 18 may become Junior members of MADTA but cannot vote.

Section 5 **Lifetime Membership:**

1. Lifetime members are considered members in good standing.
2. Criteria For Appointment:
  - a. Maintained membership as a member in good standing for a minimum of fifteen (15) consecutive years.
  - b. Approved by the Board.
  - c. Nominated by a member and voted upon during any general membership meeting.
  - d. Have made significant contribution/s to the welfare and operation of the Club.
3. Lifetime Members are exempt from all requirements of membership and considered to be members in good standing.
4. Title renews annually and automatically and may be subject to Board review and voting action by the general membership.

Section 6 **Dues:**

- a. Annual membership dues are to be paid no later than December 31. Dues received between January 1 and January 31 shall incur a late fee. Amount of dues/late fee shall be determined at a Board meeting held within sixty (60) days prior to annual elections.
- b. New members accepted after October 1 will be granted membership through December 31 of the following year.
- c. Renewal notification shall be sent out electronically between October 1 and December 31 each year.
- d. Re-application for membership shall apply if dues are not received by January 31.

Section 7 **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 and procedures of MADTA.

- a. A person interested in becoming a member must attend two (2) consecutive general meetings as a guest. Exceptions may be granted by the Board.
- 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 application 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 8 **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.
- d. Did not fulfill other requirements of membership.

## 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. The Board shall be responsible for establishing a schedule of Board meetings and informing the membership of the schedule. The Board may meet by 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 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 to all members 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 communication 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 **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:**

- a. General Meetings: The quorum for each meeting shall be initially set at fifteen percent (15%) of MADTA's total membership and may be renewed annually by the Board.
- b. Special General Meetings: the quorum for each meeting shall be initially set at twenty percent (20%) of MADTA's total membership 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 special Board meeting is a majority of the filled Board positions.

Section 7 **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 meetings or elections. Voting is not valid unless a quorum as defined in Section 6 is present at the meeting or election.

### **ARTICLE III Officers, Board Members and Directors**

Section 1 **Board of Directors:** The Board shall be comprised of the President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, Training Director and two Board Members At Large, all of whom shall be members in good standing and all of whom shall be elected for two-year terms.

- a. President, Recording and Corresponding Secretary and one Board Member At Large shall be elected on even years.
- b. Vice President, Treasurer, Training Director, and one Board Member At Large shall be elected on odd years.

General management of all MADTA'S affairs including banking and monetary responsibilities shall be entrusted to the Board

The Board is authorized to spend in accordance with the MADTA Spending Policy.

The Board shall 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 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 and other duties as deemed necessary by the Board. The President shall authenticate by his or her signature, when necessary, all acts, orders, and proceedings of the Club at the direction of the Board, membership or as authorized by the Board or membership approved policy. The President is ex-officio to all committees except the Nominations Committee.
- 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, and other duties as deemed necessary by the Board. The Vice President, in the absence of the President, shall authenticate by his or her signature, when necessary, all acts, orders, and proceedings of the Club at the direction of the Board, Membership, or as authorized by Board or Member approved policy.
- 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 and other duties deemed necessary by the Board. Electronic mail may be used to correspond with members for any and all notices.
- d. **The Corresponding Secretary** shall have charge of correspondence; 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 or deemed necessary by the Board.
- e. **The Treasurer** 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 always be open to inspection by the Board and the Membership. Treasurer must prepare monthly financial report, balance sheet and income statement, for the board and general membership monthly meetings. The Treasurers shall work with a tax preparation professional to complete income tax filing as required. The Treasurer shall be bonded for a sum sufficient to protect the Club from loss.
- f. **Board Member at Large** shall act as Liaison between the membership and Board and shall carry out any other duties deemed necessary by the Board.

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 MADTA abide by, believe in, and carry out the Mission of MADTA and its Training Philosophy. The Training Director will carry out other duties deemed necessary by the Board.

Section 4 **Vacancies:** Vacancies occurring on the Board may be filled until the next election by a majority vote of the remaining members of the Board. A Special Board meeting may be called for the purpose; except that a vacancy in the office of the President shall be automatically filled

by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

- Section 5 Any Board member who fails to carry out their fiduciary responsibilities or engages in any action/s that is detrimental to the well-being of the Club may be removed from the Board by action of the Board without cause.

#### **ARTICLE IV**

##### **The MADTA Year, Annual Meeting, Elections**

- Section 1 **MADTA Year:** The fiscal year shall begin on January 1 and end on December 31. MADTA's official year shall begin immediately at the conclusion of the meeting at which elections are held and shall continue through the next annual election meeting.
- Section 2 **Annual Meeting:** The meeting shall be held in the month of September at which Officers and Directors for the ensuing year shall be elected by 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 requirements for a ballot and declare all nominees by unanimous consent. The newly elected Board shall take office immediately upon the conclusion of the election meeting 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 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 appoint 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 in writing. 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 annually appoint standing committees to advance the work of the Club in such matters as dog shows, trials, and other events which may well be served by committees. Such committees shall be subject to the final authority of the Board. The President is ex-officio to all committees except the Nominating Committee.



Section 2 Ad Hoc committees may be appointed by the Board

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.

## **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 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, to speak in his/her own behalf if he/she wishes. The members shall then vote by ballot on the

proposed expulsion. A two-thirds (2/3) vote of the members 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 Corresponding Secretary. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board for a vote within three (3) months of the date when the petition was received.
- 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 at any general or special meeting called for that purpose. The proposed amendments shall be included in the notice of the meeting. Each member shall be notified electronically 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 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  
President' Report  
Secretary's Report  
Treasurer's Report  
Committee Reports  
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  
President's Report  
Secretary's Report  
Treasurer's Report  
Committee Reports  
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. By-laws are effective immediately upon acceptance by the voting membership and the American Kennel Club.

**ARTICLE XI**  
**Conflict of Interest**

Section 1 The Association 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 an Association 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.

By-Laws revised July 2018  
Approved

