



Great Dane Club of Middle Tennessee

Constitution and By-Laws

Great Dane Club of Middle Tennessee Inc.

Constitution

ARTICLE I

Name and Objects

SECTION 1. The name of the Club shall be the Great Dane Club of Middle Tennessee, Inc. hereinafter referred to as the Club.

SECTION 2. The objects of the Club shall be:

- A. To encourage and promote the breeding of quality, purebred Great Danes.
- B. To encourage the membership to a lifetime responsibility for their Great Danes, their Dane's offspring and to the education of others as all are necessary for the protection and advancement of the breed.
- C. To encourage breeders, judges, dog show committees and others interested in the advancement of the breed to study the standard of the Great Dane as adopted by the Great Dane Club of America and approved by the American Kennel Club as the only standard of excellence by which Great Danes shall be judged.
- D. To do all in its power to protect and advance the interests of the breed and to encourage Sportsmanlike competition at Conformation, Companion and Performance events.
- E. To conduct sanctioned matches, specialty shows, obedience trials and other events for which the club is eligible under the Rules and Regulations of the American Kennel Club, and to generate publicity on any matter affecting the welfare of the breed.
- F. To encourage dedication to the health and welfare of the breed.
- G. To encourage the membership to participate in, promote and support Great Dane rescue.
- H. To disseminate and promote the 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 inure to the 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. There shall be four (4) classes of membership in the Club, provided such person(s), or any member of their immediate family, owns or has owned a Great Dane.

- A. Regular Members.** Any person eighteen (18) years of age or older, in good standing with the American Kennel Club and the Great Dane Club of America and who is willing to assist the Club to further the interest of the Great Dane.
- B. Junior Members.** Any person between the ages of ten (10) and seventeen (17) may make application for junior membership provided they are an active participant of the breed, in good standing with the American Kennel Club and the Great Dane Club of America and present the breed in a positive manner.
- C. Honorary Members.** Honorary membership may be conferred upon a person who has rendered a distinctly valuable service to the Club or the Breed. Honorary members shall be exempt from dues and shall enjoy all the privileges of the Club, except that they may not vote or hold office. Recommendations for honorary membership must be made in writing to the Board of Directors. The Board shall act on the recommendation in closed session. Honorary membership shall be conferred by majority vote of the entire Board after being polled.
- D. Lifetime Membership.** Lifetime membership is conferred automatically upon a person who has been a regular member for 20 consecutive years. Lifetime members pay no dues but are eligible to vote and hold office.

SECTION 2. Election to Membership

A. Regular and Junior

1. Each applicant for membership shall apply in writing, on a form approved by the Board of Directors, which shall provide that the applicant agrees to abide by the Club's Constitution and By-Laws, and the rules of the American Kennel Club.
2. Each application shall be accompanied by a check, money order, cash or any other form of e-payment accepted by the Club. Checks and money orders will be made payable to the Club in the appropriate dues amount as specified on the application form. All Applications for membership shall be filed with the Secretary. Each membership application shall be voted upon by 2/3rds majority by secret ballot at the next meeting of the Club. The application shall be supported by two (2) current members, not of the same household, both of whom shall be regular members in good standing of the Club. All applications are to be filed with the Secretary.
3. Upon receipt of any application all dues and appropriate fees shall be immediately forwarded to the Treasurer of the Club.

4. Any applicant receiving a negative vote shall be refunded all dues paid within thirty (30) days of such negative vote.
5. Any person elected to regular membership shall have full privileges of the Club, including the right to vote and hold office, providing his/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/her election to membership.
6. Any person elected to Junior membership shall not have the right to vote or hold office but shall be entitled to all other privileges of the Club and of the membership therein.
7. Any Junior members having reached their eighteenth (18th) birthday shall automatically become regular members upon payment of regular member's dues.

B. Honorary. Prospective Honorary Members shall be presented to the Board of Directors for approval. An affirmative vote of the majority of the Board members present shall represent a favorable recommendation to the membership. The membership shall vote upon said Board recommendations by vote as prescribed in Article II Section 9 of these by-laws.

C. Lifetime Member. For those individuals who have been members in good standing for 20 consecutive years. Lifetime members are eligible to vote and hold office.

Any member who has been dropped from membership shall be required to make application as provided for new membership in the Club.

SECTION 3. Dues. All dues are subject to change by the Board of Directors provided notice is given of such change at least thirty (30) days prior to November 1st of any calendar year.

A. Regular Members

1. Membership dues shall not exceed \$50.00 per year for Individual Member and \$80 per year for Household members and will be determined annually by the Board at the 3rd quarter meeting and shall not exceed an increase of \$5.00 annually, payable on or before the first 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 by email to each member a statement of his/her dues for the following year.
2. Any person elected to regular membership after October 1st shall be considered fully paid for the following year.

B. Junior Members. There are no dues for Junior Members.

C. Honorary Members. Honorary members are exempt from dues as provided in Article 1, Section 1.C of these By-Laws.

D. Lifetime Members. Lifetime members are exempt from dues as provided in Article 1, Section 1.D of these By-Laws.

SECTION 4. Termination of Membership.

Members may be terminated by:

- A. Resignation.** Any member in good standing may resign from the Club upon written notice to the 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. Other debts include, but are not limited to, outstanding trophy donations, training fees and seminar fees.
- B. Lapsing.** A membership shall be considered lapsed and automatically terminated if such member's dues remain unpaid after January 31st. In no instance may a person whose membership has lapsed be entitled to any of the privileges and benefits of the Club.
- C. Expulsion.** A membership may be terminated by expulsion as provided in Article VI of these by-laws.
- D. Suspension.** Suspensions greater than 6 months by the American Kennel Club or the Great Dane Club of America will result in permanent expulsion of membership.

ARTICLE II

Meetings and Voting

SECTION 1. Time and Place of Meetings. All meetings of the Club shall be held at a place, date, hour and method (in-person or videoconference) as designated by the Board of Directors.

SECTION 2. Annual Meeting. The annual meeting of the Club shall be held during the month of December. The exact place, date, hour and method (in-person or videoconference) of the annual meeting shall be set by the Board of Directors. Notice of such meeting shall be sent by email by the Secretary to each member at least 30 days prior to the date of the meeting and may be published in the Club newsletter.

SECTION 3. Club Meetings. The regular meetings of the Club shall be held in the greater Murfreesboro TN area (including communities northwest to Clarksville and south east to Winchester in proximity to Interstate 24 and 65) at a place, date, hour and method (in-person or videoconference) as designated by the Board of Directors.

SECTION 4. Special Club Meetings. Special meetings may be called by the President or by a majority vote of the Board of Directors present at a meeting of the Board. Said meeting shall be called by the Secretary at the written request of a majority of the Board of Directors or ten (10%) per cent of the members eligible to vote. Notice of said special meeting shall be emailed to all members ten (10) days prior thereto and shall state the purpose thereof, and no other Club business may be transacted. Such special meetings shall be held at a place, date, hour and method (in-person or videoconference) as designated by the Board of Directors.

Section 5. Board Meetings. The regular meetings of the Board of Directors shall be held at a place, date, hour and method (in-person or videoconference) as designated by the Board of Directors.

Section 6. Special Board Meetings. Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Notice of said special B o a r d meeting shall be emailed to all members ten (10) days prior thereto and shall state the purpose thereof, and no other Club business may be transacted. Such special meetings shall be held at a place, date, hour and method (in-person or videoconference) as designated by the Board of Directors.

SECTION 7. Notices. All notices required by these by-laws shall be given by the Secretary by emailing the same to each regular member of the Club, in accordance with AKC's policies and with the laws of the State of Tennessee in which the GDCMT is incorporated or organized.

All Members, Officers, Directors, AKC Delegate and Committee Chairs, by virtue of their election, appointment or affirmative vote for membership shall agree to accept all notices of the Club by email, and to agree to participate in any meetings held by teleconference and/or videoconference, as directed by majority vote of the Board; and shall therefore agree to keep an email account current and available for use at all times, and notify the Secretary immediately of any change in email address, telephone numbers, physical address, but no later than thirty (30) days after such change.

SECTION 8. Quorum at Members' Meetings. At any meeting of the membership, twenty (20%) per cent of the members eligible to vote shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time. The quorum for the annual meeting shall be 20% of the members in good standing. When a quorum is present at any meeting, a majority of the members present may decide any question brought before such meeting, except as otherwise provided by law or these by-laws.

SECTION 9. 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/she is present. General membership absentee and proxy voting will not be permitted at any Club meeting or election. Junior and Honorary Members may not vote.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors.

The Board of Directors shall be comprised of the Officers, the GDCA Delegate and three (3) Board Members, all of whom shall be Members in good standing. The initial three (3) Board Members shall be installed and designated as follows: 3 year Board Member, 2 year Board member and a 1 year Board member. All subsequent Board Members shall be elected as 3 year Board Members in order to stagger the terms (in a manner where no more than one (1) Member's term expires each year) at the Club's Annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers.

The Club's officers shall consist of:

- A. **President**
- B. **Vice-President**
- C. **Secretary**
- D. **Treasurer**
- E. **Delegate to the Great Dane Club of America**

No member shall hold more than one office. Each Officer shall be a regular member and shall be elected by the regular membership by written ballot at the annual election. The Initial President and Secretary shall hold office for 3 years. The Initial Vice-President, Treasurer and Delegate to the Great Dane Club of America shall hold office for 2 years. All subsequent terms for all offices will be 2 years.

- A. **President.** The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally pertinent to the office of President in addition to those specified in these By-Laws.
- B. **Vice-President.** In the absence of the President, the Vice-President shall preside at all meetings of the membership and of the Board of Directors in case of the President's death, incapacity or absence.
- C. **Secretary.** The Secretary shall have charge of the correspondence, files, notices and notifications to members; shall keep a roll of the members with their addresses; shall keep an accurate record of the proceedings of all meetings of the membership and of the Board of Directors in books provided for that purpose (which books shall be open at all reasonable times to the inspection of any regular member of the Club); and shall carry out such other duties as are prescribed in these by-laws.
- D. **Treasurer.** The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit the same in a bank in the name of the Club. The Treasurer shall disburse such funds as are necessary to meet the Club's obligations. The Treasurer's books shall, at all times, be open to inspection by the Board and the Treasurer shall report to the membership at every meeting the condition of the Club's finances and every item of receipt or payment note before reported. At the Annual Meeting, the Treasurer shall render an account of all monies received and expended during the previous fiscal year. An audit of the books shall be performed each year in January. The Audit Committee shall be comprised of the Treasurer and two (2) Members in good standing appointed by the Board.
- E. **Great Dane Club of America Delegate.** The Delegate to the Great Dane Club of America shall represent the Club at all meetings of the Delegates of the GDCA and shall be elected to serve for a term of two (2) years at the Club's Annual Meeting as provided in Article IV and serve until their successor is elected.

SECTION 3. Vacancies. Any vacancies occurring on the Board of Directors or among the offices during the year shall be filled for the unexpired term of office by a majority vote of all the then members of the Board of Directors at its first regular meeting following the creation of the vacancy, or at a Special Board meeting called for that purpose; except that a vacancy in the office of the President shall be filled automatically by the Vice-President.

ARTICLE IV

Club Year, Voting, Nominations and Elections

SECTION 1. Club Year. The Club's fiscal year shall begin on the first (1st) day of January and end on the thirty-first (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.

SECTION 2. Annual Meeting. The Annual Meeting shall be held in the month of December at which Officers, Board of Directors and the Delegate to the GDCA for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon 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 position shall be declared elected. The Board of Directors shall each year review and establish the procedures provided they do not conflict with the process outlined in the By-Laws for elections occurring during the Club year. The Board of Directors shall each year review and establish the procedure for counting the ballots cast at elections during the Club year.

SECTION 4. Nominations and Ballots.

A candidate in a Club election must be nominated and must be in good standing. During the month of September, the Board shall select a Nominating Committee consisting of three (3) members. The Secretary shall immediately notify the Committee Members of their selection. The Board shall name a Chairman for the Committee and it shall be his/her duty to call a Committee Meeting, which shall be held before the October meeting.

- A. To qualify for office, a Member in good standing shall be required to attend three (3) scheduled meetings held within the Club's fiscal year of which the Candidate has been a Member, previous to the nomination.
- B. The Committee shall nominate one (1) Candidate for each office and for the GDCA Delegate and one (1) Candidate for the open position on the Board, and, after securing the consent of each person so nominated, shall immediately report the nominations to the Secretary in writing.
- C. Upon receipt of the Nominating Committee's report, the Secretary shall notify each Club Member, via email, at least two weeks prior to the November meeting via the November Secretary's Letter of the Candidates so nominated.
- D. Additional nominations may be made at the November Membership meeting by any Member in good standing and in attendance provided that the person so nominated does not decline when his/her name is proposed and provided further that if the proposed Candidate is not in attendance at this meeting, the proposer shall present to the Secretary a statement about the proposed Candidate signifying his/her willingness to be a Candidate. No person may be a Candidate for more than one (1) position, and the additional nominations which are provided for herein may be made only from among those Members who have not accepted a nomination of the then Nominating Committee.

- E. Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

ARTICLE V

Committees

SECTION 1. Appointment. The Board as a whole may each year appoint Standing Committees, Special Committees, and the Committee Members for a one (1) year term to advance the work of the Club in such matters as Dog Shows, Obedience Trials, Trophies, Annual Awards, Training, Membership, Special Events and other Club related matters which may well be served by Committees.

SECTION 2. Termination. Any Committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the Appointee. The President, with Board approval, may appoint successors to those persons whose services have been terminated.

ARTICLE VI

Discipline of Members

SECTION 1. American Kennel Club or GDCA Suspension. Any member who is suspended from any of the privileges of the American Kennel Club or the Great Dane Club of America automatically shall be suspended from the privileges of the Club for a like period. Any suspension greater than 6 months, shall result in an automatic expulsion.

SECTION 2. Charges. Any Member in good standing may present 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 Secretary together with a deposit of twenty-five (\$25) per person charged which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each Member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best 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 Hearing by the Board not less than three (3) weeks or more than six (6) weeks thereafter. The Secretary shall within three (3) days send one copy of the Charges to the accused Member(s) by registered mail together with a Notice of the Hearing and an assurance that the Defendant(s) may personally appear in his/her own defense and bring witnesses if he/she wishes.

SECTION 3. Board Hearing. Both the Complainant and the Defendant shall have the right to Council at their own expense. Should charges be sustained, after hearing all the evidence and testimony presented by the Complainant(s) and Defendant(s), the Board may by a majority vote of those present reprimand or suspend the Defendant(s) from all privileges of the Club for not more than six (6) months from the date of the Hearing. And, if the Board deems the punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, the suspension shall not restrict the Defendant(s) right to appear before fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a Member from the Club may be accomplished only at a meeting of the Club following a Board Hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of this 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. The Defendant(s) shall have privilege of appearing on his/her own behalf. The membership shall then vote by secret, written ballot on the proposed expulsion. An affirmative vote of three-fourths (3/4) of those present and voting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII

Construction and Amendments

SECTION 1. Construction. The Constitution and By-Laws shall be construed by the Board, whose decision shall be final and binding upon all Members of the Club.

SECTION 2. Proposals. 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 (20%) 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 Secretary for a vote within three (3) months of the date on which the petition is received by the Secretary.

SECTION 3. Procedure. The Constitution and By-Laws may be amended by an affirmative vote of three-fourths (3/4) of the Members present and voting at any regular or special meeting called for the purpose, providing the proposed amendments have been included in the notice of the meeting and emailed to each Member at least fifteen (15) days prior to the date of the meeting. The revised By-Laws shall be forwarded to the GDCA for review and approval prior to submission the American Kennel Club. Amendments shall be voted upon by secret ballot.

SECTION 4. No amendment to the Constitution and By-laws that is adopted by the Club shall become effective until it has been approved by the Great Dane Club of America Board of Directors.

ARTICLE VIII

Dissolution

SECTION 1. Dissolution. The Club may be dissolved at any time by the written consent of not less than three-fourths (3/4) of its 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 the operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club. After payment of the debts of the Club, its property and assets shall be given to a charitable organization selected by the Board of Directors for the benefit of dogs.

ARTICLE IX

Order of Business

SECTION 1. Club Meetings. At meetings of the Club the order of business, so far as the character or nature of the meeting may permit shall be as follows:

- A. Attendance
- B. Minutes of Last Meeting
- C. Report of President
- D. Report of Secretary
- E. Report of Treasurer
- F. Report of Committees
- G. Unfinished Business
- H. New Business
- I. Election of Officers and Board (at annual meeting)
- J. Election of Prospective Members
- K. Adjournment

SECTION 2. Board of Directors Meetings. At meetings of the Board of Directors the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- A. Minutes
- B. Secretary's Report
- C. Treasurer's Report
- D. Report of Committees (in alphabetical order)
- E. Unfinished Business
- F. Election of New Members
- G. New Business
- H. Adjournment

ARTICLE X

Parliamentary Authority

SECTION 1. All meetings and parliamentary procedures shall be conducted in accordance with the latest edition of Robert's Rules of Order, unless this is in conflict with the requirements of this Constitution and By-laws, in which case the Constitution and By-laws shall take precedence.