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Constitution

Article 1 – Name and Objectives

SECTION 1. The name of the Club shall be: The MONTEREY BAY GREAT DANE CLUB, Inc. (MBGDC), hereafter referred to as the “Club”.

SECTION 2. The objectives of the Club shall be:

- A. To encourage and promote the quality in breeding of purebred Great Danes and to do all possible to bring their natural qualities to perfection.
- 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 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 do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, field trials, and obedience trails.
- 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 bylaws as may be required to carry out these objectives.

SECTION 5. The Club shall abide by those rules imposed by the Great Dane Club of America for Affiliate Clubs.

By-Laws

Article I: Membership

SECTION 1. Eligibility. There shall be four types of membership open to all persons who are in good standing with The American Kennel Club (AKC) and The Great Dane Club of America (GDCA), and who subscribe to the purpose of this Club, provided such person(s) or any member of their immediate family, owns or has owned a Great Dane. While membership in this Club is unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

A. Regular Membership Any person eighteen (18) years of age or older in good standing with the AKC and the GDCA, may make application for Regular membership in this Club. A Regular membership shall have the full privileges of the Club, including the right to vote and hold office, provided their dues are paid in full. The exception is that no member shall have the right to vote for the election of Officers until thirty- (30)-days after his/her election to membership. A Regular membership is best suited for an individual who intends to be an active member of this Club and who plans to participate in Club activities and attend meetings on a regular basis.

B. Associate Membership Any person eighteen (18) years of age or older in good standing with the AKC and the GDCA, may make application for Associate membership in this Club. An Associate membership does not have the right to vote or hold office, but shall be entitled to enjoy all the other privileges of Club membership. This type of membership is best suited for the individual that cannot or does not want to attend meetings on a regular basis.

C. Junior Membership Any person between the ages of ten (10) and seventeen (17) inclusive, in good standing with the AKC and with the GDCA, may make application for Junior membership in this Club. Junior members shall be exempt from dues and shall enjoy all privileges of the Club, except that they may not vote or hold office. Junior members having reached their eighteenth (18th) birthday shall automatically become a Regular or Associate member upon payment of the appropriate dues.

D. Honorary Membership Honorary membership maybe conferred only upon a person who has rendered a distinctly valuable service to the Club or breed. Honorary membership can only be attained by nomination by another Club member in good standing. Honorary members shall be exempt from dues and shall enjoy all privileges of the Club, except that they may not vote or hold office. A member so honored may maintain Regular membership status by paying the appropriate yearly dues.

SECTION 2. Dues. All dues are set and subject to change by the Board provided notice is given of such change at least thirty days prior to November of any calendar year. The period covered by the dues shall be a calendar year.

A. Regular, and Associate Membership.

1. All dues are subject to change by the Board of Directors. A thirty day notice must be given of such change prior to mailing of membership dues invoices. Membership dues are payable on or before the first day of January of each year. During the month of November the Treasurer shall send to each member a statement of his or her dues for the ensuing year.
2. Any member who has not paid his/her dues on or before January 1 shall be a delinquent member and as such shall be deprived of all privileges and benefits of membership unless payment is received on or before January 31.

3. Delinquent members, who have not paid their dues by January 31, will be automatically dropped from membership in the Club. The Board may grant an additional grace period of ninety days for delinquent members in meritorious cases.
4. Any person newly elected to regular membership after October 31 shall be considered fully paid for the following year.

B. Junior Membership. Exempt from dues.

C. Honorary Membership Exempt from dues.

SECTION 3. ELECTION TO MEMBERSHIP

A. Regular, Associate and Junior Membership.

1. Applicants wishing to apply for regular membership must attend two (2) meetings within a six (6) month period prior to submitting an application for membership.
2. Each Applicant for membership shall apply using a form approved by the Board of Directors. Accompanying the application form, the prospective member shall submit a dues payment for the current year.
3. Applications shall be submitted to the Corresponding Secretary. The application form shall provide that the applicant has read, understands, and agrees to abide by this Club's Constitution, By-Laws and rules.
4. The application shall carry the endorsement of Two (2) sponsors, both of whom shall be Regular members in good standing with this Club for a minimum of one year and unrelated to the applicant. Both sponsoring members shall be personally acquainted with the applicant for a minimum of six (6) months prior to the date of application.
5. Each application is to be read at the first meeting of the Club following its receipt. The name of the applicant and sponsors shall be presented to the membership in the Club newsletter and/or Club website. At the next membership meeting following the publishing in the Club Newsletter and or website, the Membership Chairperson shall recommend action to the membership, and the applicant shall be voted upon. An affirmative vote of two thirds (2/3) of the membership present and voting shall be required to elect an applicant to membership in the Club.
6. The Corresponding Secretary shall send a letter to the applicant stating the results of the vote within thirty days after such vote. For an applicant receiving a negative vote, the letter will be accompanied by a refund check for all dues paid.
7. Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

- B. **Honorary Membership** Honorary membership will be considered for any person who has rendered a distinctly valuable service to the Club or breed.
1. Any person may be nominated for an honorary membership in this Club. A member of this Club who is in good standing must make the nomination, and the nomination must be made at any regular meeting of this club. Upon receipt of a nomination, the Board shall take the nomination under consideration, and at the next regular meeting of this Club, the Board will make its recommendation.
 2. Upon the recommendation of the Board, Honorary membership may be conferred by a vote of two thirds (2/3) of the regular members present and voting.

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 to the Corresponding Secretary, but no member may resign when in debt to the Club.
- b. **By Lapsing:** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid on January 31. However, the board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of that meeting.
- c. **By expulsion:** A membership may be terminated by expulsion as provided in Article VI.

ARTICLE II: Meetings and Voting

SECTION 1. Club Meetings -Regular. Meetings of the Club shall be held a minimum of six times per year, one of which is the annual business meeting. The annual meeting will be held within the area serviced by the Club. Occasional functions and/or meetings will be held outside of the area e.g. Dog Show sites, in order to accommodate the needs and conveniences of the membership. The scheduling at such hour, date, and place will be designated by the Board of Directors. Written notice of each such meeting shall be mailed and or emailed to the membership by the Corresponding Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the regular members in good standing.

SECTION 2. Club Meetings -Special. Special Club 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 regular or special meeting of the Board; and shall be called by the Corresponding Secretary upon receipt of a petition signed by 5 regular members of the Club who are in good standing. Such special meetings shall be held at such date, hour and place as designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed and or emailed by the Corresponding Secretary at least 5 days and not more than 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 20% of the regular members in good standing.

SECTION 3. Board Meetings. Business of the Board of Directors may be conducted in person or by mail, electronic mail, fax or teleconference. Any action or vote taken by teleconference must be subject to ratification of the Board of Directors by mail or electronic mail within ten (10) days. Business of the Board of Directors may be conducted by electronic mail provided the following precautions are in place.

- A. Every board member must be provided with the means to participate.
- B. A procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible board members.
- C. A mechanism must be in place to verify that the eligible board members are "listening".
- D. All Board members must agree to participate.

SECTION 4. Board Meetings -Regular. . Meetings of the Board of Directors shall be held no less than four times per year one each within the four fiscal quarters at such date, hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed and or emailed by the Secretary at least 5 days prior to the date of the meeting. The quorum for such meeting shall be a majority of the Board.

SECTION 5. Board Meetings – Special. Special meetings of the Board may be called by the President or any five (5) members of the Board and shall be announced by the Corresponding Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held at such date, hour and place as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed and or emailed by the Corresponding Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such meeting shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. Voting. Each regular member in good standing shall be entitled to one vote at any meeting of the club at which he is present. In order to vote at the annual meeting, a regular member must attend at least two meetings in the prior year. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III: Directors and Officers

SECTION 1. Board of Directors.

- A. The Board shall be comprised of the President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer and four (4) other persons all of whom shall be members in good standing and all of whom shall be elected for two year terms. Directors shall each serve two year terms that are staggered such that each year, two of the positions are vacated, and elections are held to fill the vacancies. Each member of the Board shall take office immediately upon the conclusion of the election. General management of the Club's affairs shall be entrusted to the Board of Directors
- B. A member selected as an Officer or Director shall agree, as a condition of his/her acceptance of the position, that in the event such Officer or Director fails to attend two (2) or more meetings in any one calendar year, his/her resignation from said position shall be automatically submitted to the Board and the Board shall accept such resignation unless such absences are deemed excused by the Board. Any vacancy arising from such resignation shall be filled pursuant to the provisions of these by laws.

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

- A. The President. The president shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these By-Laws.
 - a. The President shall appoint all standing committees before the last day of February of each year.
 - b. The President by virtue of his/her office may be an ex-officio member of all committees (excluding the nominating committee) and as such, may have full voting privileges on such committees.
- B. The Vice President. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

- C. The Corresponding Secretary. The duty of the Corresponding Secretary is to keep all correspondence of the Club, notify candidates for membership the results of the voting for their membership application, notify members of meetings, maintain the Club's registry of all Club members, to include but not be limited to: all member names, membership type, and the status of each Club member (active vs. inactive). The Corresponding Secretary shall be the custodian of all tangible properties of the Club, excluding funds in the treasury. The Corresponding Secretary shall perform such other duties and have such other powers, as the Board shall time to time designate.
- D. The Recording Secretary. The Recording Secretary of the Club shall keep an accurate record of the attendance and proceedings of all meetings of the membership and of the Board in books provided for that purpose. Such books shall be open at all reasonable times for inspection by any member in good standing at any regular meeting. The Recording Secretary is required only to carry two years of approved minutes to each meeting. A written request to the Board will be required for viewing prior years.
- E. The Treasurer. The Treasurer shall collect and receive all monies due or belonging to the Club. Monies shall be deposited in a depository designated by the Board, in the name of the Club. The signatures of the Treasurer and one other Board member as approved by the Board, provided that they are not related by blood, marriage or cohabitation, are required to be registered with the bank or other depository. Both individuals who have signature authority on the Club account, has the authority to withdraw funds and to close the account. Accounts may only be closed and or transferred to other depositories by a majority vote of the Board. The books shall at all times be open to inspection by the Board and a report will be given at each meeting on the condition of the Club's finances. The Treasurer shall be bonded in an amount that is determined by the Board.
- F. The GDCA Delegate. The Delegate to the GDCA shall be the accredited representative of this Club. She/he shall be a member in good standing of the Club and shall be elected for a period of two years by the membership. On all matters of interest to the MBGDC or the welfare of the Breed, he/she shall vote and plead at all meetings as directed by a majority of the membership or in absence of specific direction, at his/her own discretion, provided it will be for the best interest of this Club and the Breed.
- G. Directors. The Board shall have 4 Directors on it. The terms for each Director are two years and those terms will be staggered so that 2 new Directors are elected each year.
- H. Appointees. One or more persons may be appointed by the Board to assist the Officers listed above in the performance of their duties. These appointed persons shall not have the power to vote on issues before the Board.
- I. Terms. The term of office for individual Board members of this Club shall be two years. The Club President is limited to no more than two consecutive two-year terms. Any other Officer or Director may be reelected for an unlimited amount of consecutive terms.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the Officers during the year shall be filled until the next Annual election by a majority vote of the Board. The only exception is a vacancy in the office of the President, which shall be filled automatically by the Vice-President, and the resulting vacancy in the office of the Vice-President shall be filled by a majority vote of the Board.

ARTICLE IV: The Club Year, Annual Meeting, Elections

SECTION 1. Club Year. The Club's fiscal year shall begin on the first day of January, and end on the last 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 February, at which the first order of business will be the election of officers and directors for the ensuing year. The election will be held 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 the successor in office all properties and records relating to that office within thirty days after the election with the exception of the Treasurer who has sixty days.

SECTION 3. Elections. The nominated candidates receiving the greatest number of votes for each office or other position on the Board shall be declared elected.

SECTION 4. Nominations. No person may be a candidate in a Club election who has not been nominated. On or before October 1st The Board shall select a Nominating Committee consisting of three Club members who are in good standing and may select up to two alternates who are also members in good standing, not more than one of who may be a member of the Board. The Corresponding Secretary shall immediately notify the committee and the alternates if any, of their selection. The Board shall name a chairperson for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before the 1st day of November.

- a. The committee shall nominate one candidate for each office and positions on the Board and, after securing the consent of each person so nominated, shall immediately report their nomination to the Corresponding Secretary in writing.
- b. Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall mail written notice to each member at least 2 weeks prior to the December meeting, at which, additional nominations may be made.
- c. Additional nominations may be made at the December meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Corresponding Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position (except for the position of Delegate).
- d. Nominations cannot be made at the annual meeting or in any other manner than as provided in this Section.

ARTICLE V: Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

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. AKC and or GDCA Club Suspension. Any member, who is suspended from the privileges of the American Kennel Club (AKC), and or the Great Dane Club of America (GDCA), automatically shall be suspended from the privileges of this Club for a like period.

SECTION 2. Charges. Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$25.00 (US), which shall be forfeited if the Board following a hearing does not sustain such charges. 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 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 for a hearing by the Board not less than three weeks or more than six weeks thereafter. The Corresponding shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member of the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by a secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII: Amendments

Section 1. Amendments to the constitution and bylaws may be proposed by the Board of directors or by written petition addressed to the Corresponding Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the board of directors and be submitted for a vote within three months of the date when the Corresponding Secretary received the petition.

Section 2. The constitution and bylaws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the Corresponding Secretary has mailed written notice of the proposed amendments/amendment meeting at least 2 weeks prior to the date of the meeting.

ARTICLE VIII: Dissolution

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

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at annual meeting only)
- Election of new members
- Unfinished Business (Old Business)
- New Business
- 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:

- Reading of minutes of the last meeting
- Report of the Corresponding Secretary
- Report of the Treasurer
- Report of the committees
- Unfinished Business (old 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 the Club in all cases to which they are applicable and in which they are inconsistent with these bylaws and any other special rules of order the Club may adopt.