Mid-Florida Brittany Club, Inc.

**CONSTITUTION and BY-LAWS**

Section 1. The name of the Club shall be the Mid-Florida Brittany Club, Inc.

Section 2. The objectives and purposes of the Mid-Florida Brittany Club shall be:1) to promotecooperation and friendship among the breeders and owners of Brittanys; 2) to encourage higher standards in breeding, training and showing of Brittanys in all venues; 3) to discourage the breed from becoming split into groups of “field dogs” and “show dogs” and to strive to keep it forever a dual dog; 4) to urge members and breeders to accept the written standard of the breed as written by The American Brittany Club and approved by The American Kennel Club as the only standard of excellence by which Brittanys shall be judged; and 5) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike conduct at dog shows, field trials, hunting tests, and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.

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 objectives.

## BY-LAWS

**Article I**

**Membership**

Section 1. Eligibility: Membership to the Mid-Florida Brittany Club (will be further referenced as “Club” or MFBC) can be either active or associate.

a. An active member shall be anyone over the age of 18 who is interested in the improvement of the Brittany breed. He/she shall also be in good standing with the American Kennel Club. Active members of MFBC in good standing will be Active members of the American Brittany Club, Inc. (which will be referenced further as the Parent Club).

b. An associate member may be any person over the age of eighteen years, if another person of his/her immediate family is an active member. Associate members will also not have the privilege of voting or holding office in the Parent Club, nor the Mid-Florida Brittany Club.

c. While membership is unrestricted as to the residence, MFBC’s primary purpose is to be representative of the owners, breeders, and exhibitors of Brittanys in the state of Florida as the only Brittany specialty club in the state.

Section 2. Dues: Membership dues shall not exceed the amount determined by the Parent Club for Active or Associate members and will be due each year on the anniversary of the original application. If dues are not paid for the current year, voting privileges will be suspended until dues are current. The Club shall remit that portion of the dues as required to the Parent Club for each active and associate member, or the member may renew their membership and pay dues directly either online or via postal mail to the Parent Club. In return, each active member shall receive THE AMERICAN BRITTANY MAGAZINE each month. Associate members do not receive the magazine.

Section 3. Election of membership: Each applicant for membership shall initially apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Constitution and By-Laws and the rules of the American Kennel Club. The application shall state the name, address and phone number of the applicant and shall be accompanied by the dues payment for the current year.

Section 4. Termination of membership: (a) by 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. Dues obligations are considered a debt to the Club and become incurred on the anniversary of the original member's application; (b) by lapsing: A membership will be considered as lapsed and automatically terminated if member dues remain unpaid ninety days after the anniversary of the member’s original application; however, the Board may grant an additional ninety days of grace to 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 the date of that meeting; and (c) by expulsion: A membership may be terminated by expulsion as provided in Article VI of these By-Laws

**Article II**

**Meetings and Voting**

Section 1. Club Meetings: Meetings of the Club shall be held quarterly, or as necessary to conduct club business within the club’s defined territory at such time and place as may be designated by the Board of Directors.

As of 2019 and the drafting of this bylaw revision, the American Kennel Club has designated the territory of MFBC as being the following:

“The club’s focal point is Central Florida, including the communities south between Ft. Myers Beach and West Palm Beach, and north between Steinhatchee then northeast to the Georgia Florida border near St. Mary’s Shoals then following the Georgia Florida border east to the Atlantic Ocean.”

Written notice of such meetings shall be mailed or e**-**mailed by the Secretary at least seven (7) days prior to the date of the meeting. The quorum for such meeting shall be at least 6 club members or 10% of the membership in good standing, whichever is greater.

Section 2. Special Club Meetings: Special Club meetings may be called by the President, or by a majority vote of the Board who are present and voting at any regular or special meeting of the Board and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held within the club’s territory at such time and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed or emailed at least five days and not more than fifteen days prior to the date of the meeting, and notice shall state the purpose of the meeting and no other Club business may be transacted therein. The quorum for such meeting shall be at least 6 club members or 10% of the members in good standing, whichever is greater.

Section 3. Board Meetings: Meetings of the Board of Directors shall be held within the club’s defined territory at such place and date as may be designated by the Board. The Board of Directors may also meet and vote via teleconference, web-based platform, or electronic mail to conduct MFBC Board business in a timely manner. Notice for such meetings shall be mailed or emailed not less than five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board of Directors.

Section 4. Special Board Meetings: Special Meetings of the Board may be called by the President, or by the Secretary upon receipt of a written request signed by at least three members of the Board of Directors. Such special meetings shall be held within the club’s defined territory or via teleconference or web-based platform. The Secretary will designate the date and hour and give notice at least five days prior to the date of the meeting. Any such notice shall state the purpose of the special meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board of Directors.

Section 5. Voting: Each active 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. No proxy voting shall be permitted at any Club meeting or election.

**Article III**

**Directors and Officers**

Section 1. Board of Directors: The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and three other persons, except when the office of Secretary and Treasurer are combined. The board will consist of four other persons in that case; all of whom will be elected for a two (2) year term at the Club’s annual meeting as provided in Article lV or until their successor has been elected. General management of the Club’s affairs shall be entrusted to the Board of Directors.

Section 2. Officers: The Club’s officers, consisting of the President, Vice-President, Secretary, and Treasurer shall serve in their respective capacities, both regarding the Club and its meetings and the board and its meetings.

(a) 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 these specifically noted in these By-Laws.

(b) 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 Secretary shall keep a record of all meetings and of all matters of which the Club can order a record. He/she shall have the charge of the correspondence, notifying members of meetings, collecting, counting, and recording votes, notifying officers and directors of their election to office, keeping a master membership list containing member contact information and carrying out such other duties directed in these By-Laws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Club. He/she shall deposit same in a bank designated by the Board in the name of the Club. His/her books shall at any time be open to inspection of the Board and he/she shall report to them at every meeting the condition of the Club’s finances and every item of receipt or payment not before reported; and at the annual meeting, he/she shall render an account of all moneys received and expended during the previous year.

Section 3. Vacancies: Vacancies occurring on the Board, or among the officers, shall be filled by willing and qualified alternate(s) named and voted in by a majority of the Board and shall serve until the next annual election. The appointed term of service shall not count against the Board member in the way of term limits; that person can run and be elected for an additional two full terms past the appointed term. Should no willing alternate(s) be named at the prior election the Board shall nominate a Club member and a vote of the sitting members of the Board at the first meeting following the creation of such vacancy shall be taken for a nominee, or at a Special Board meeting called for that purpose. 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 a qualified nominee of the Board’s choosing.

**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 31st day of (December). The Club’s official year shall begin immediately at the end of the election(s) at the annual meeting and shall continue through the next annual meeting.

Section 2. Annual Meeting: The annual meeting shall be held in the month of June at which Officers and Directors for the ensuing period shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

Section 3. Elections: The nominated candidate(s) receiving the greatest number of votes for each office shall be declared elected. No person may hold the same office for more than 2 consecutive elected terms unless no willing nominee can be found within the membership for that office. In that case, the current board member may continue to serve in their position until the next election cycle. The four nominated candidates, or in the case of a combined Secretary/Treasurer the three nominated candidates, for other positions on the Board of Directors who receive the greatest number of votes for such positions shall be declared elected.

Section 4. Nominations:

1. No person may be a candidate in a Club election who has not been nominated. During the month of December of the second year of the Boards term, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom shall be a member of the Board. The board shall name a Chairperson for the committee and it shall be his/her duty to call a committee meeting which shall be held on or before February 1st. The Committee shall solicit and nominate one candidate for each open position(s) on the Board (President, Vice President, Secretary, Treasurer, and each of the 3 Director positions), and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
2. Upon receipt of the Nomination Committee’s report, the Secretary shall, before February 15th, notify each member in writing of the candidates so nominated.
3. Additional nominations may be made at the meeting to be held in the 1st quarter of the election year (or the next regular meeting) by any member in attendance provided that the person so nominated accepts when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his/her proposer shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate. No person may be a candidate for more than one 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 Nominating Committee.
4. Nominations cannot be made at the annual meeting or in any manner other than as provided in this section. The Secretary shall notify the committee and alternates.

**Article V**

**Committees**

Section 1. The President may each year appoint standing committees to advance the work of the Club in such matters as shows, field trials, hunting tests, trophies, annual prizes, membership, and other events which may be well 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 oversee special 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; the Board may appoint successors to those persons whose services have been terminated

Section 3. Vouchers or bills will be submitted by committee or others in the Club~~,~~ to the Treasurer~~,~~ for moneys spent or purchases made on behalf of the Club.

**Article VI**

**Discipline**

Section 1. American Kennel Club Suspension: Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of MFBC for a like period.

Section 2. Charges: Any member may file charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of $10.00 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 consider whether the actions alleged in the charges, if proved, might constitute conduct prejudicial to the best interests of the Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the Club or the breed, it may refuse to entertain. 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 Secretary 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/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. Should the charges be sustained after hearing all 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 the Club for not more than six months from the date of the hearing. If the Board 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 general membership club meeting which considers the Board’s recommendations. 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 general membership meeting of the Club following the 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 general membership meeting of the Club to be held within sixty days, but not earlier than thirty days, after the date of the Board’s recommendation. The defendant shall have the privilege of appealing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board’s 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 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not 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 percent of the membership in good standing. Amendments proposed by such petition must be promptly considered by the Board of Directors and must be submitted to the membership with recommendations of the Board of Directors by the Secretary for a vote within 90 days of the date when the Secretary received the petition.

Section 2. The Constitution and By-Laws may be amended by a two-thirds vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and emailed or mailed to each member at least two weeks prior to the date of the meeting.

## Article VIII

**Dissolution**

Section 1. Dissolution: The Club may be dissolved at any time by the written consent of not less than two-thirds of the members. In the event of dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary, or by operation of law, none of the property of the Club shall be distributed to any members of the Club. The Club’s 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, as far as the character and nature of the meeting may permit, shall be as follows:

Roll Call

Reading of the Minutes of the Last Meeting

Report of the Secretary

Report of the Treasurer

Reports of the Committees

Election(s) of Officer and Board (at annual meeting)

Old Business

New Business

Adjournment

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

Roll Call

Reading of the Minutes of the Last Meeting

Report of the Secretary

Report of the Treasurer

Reports of the Committees

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 not consistent with these By-laws and any other special rules of order the club may adopt.

Amended 25 February 2020 and 22 September 2020 by the Board of Directors, Mid-Florida Brittany Club

Provided to the members by the Board of Directors: 26 February 2020 and 21 October 2020

Approved by the MFBC Membership: on 7 November 2020 by a unanimous show of hands by members present at a club meeting.