

# **SUNSHINE STATE PAPILLON CLUB INCORPORATED**

## **CONSTITUTION and BYLAWS REVISED**

### **CONSTITUTION**

#### **Article 1;**

##### **Section 1. Name**

The name of the Club shall be **SUNSHINE STATE PAPILLON CLUB INCORPORATED**, here referred to as the Club.

##### **Section 2. Boundaries**

The Club shall have as a focal point for membership, Winter Haven, Florida. The boundaries to be Ocala, Florida to the North and Naples, Florida to the Southwest.

##### **Section 3. The objects of the Specialty Club shall be:**

- (a) To encourage and promote quality in the breeding of purebred Papillons, and to do all possible to bring their natural qualities to perfection.
- (b) 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 the Papillon shall be judged.
- (c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at all events for which the Club is eligible for under the rules and regulations of The American Kennel Club.
- (d) To conduct sanctioned matches, dog shows, obedience trials, tracking tests and all other events for which the Club is eligible for under the rules and regulations of The American Kennel Club.

##### **Section 4. Non-Profit Status**

The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue form dues or donations to the Club shall inure to the benefit of any member or individual.

##### **Section 5. Revisions**

The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

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**BYLAWS**

**Article 1. Membership**

**Section 1. Eligibility.**

**(a) Levels of Membership**

There shall be (4) types of membership open to all persons 10 years of age and older who are in good standing with The American Kennel Club, are full time residents of the United States and who subscribe to the purposes of this Club. Membership dues shall be determined by the Board.

- (1) **Regular**-Open to persons 18 years of age or older. Enjoys all Club privileges including the right to vote and hold office. Dues to be \$20.00.
- (2) **Household** – Two adults in the same household who enjoy all Club privileges including the right to vote and hold office. Dues to be \$35.00.
- (3) **Junior** – Open to persons 10-17 years of age. Cannot vote or hold office and may automatically convert to regular membership upon reaching their 18<sup>th</sup> birthday. Dues to be \$10.00.
- (4) **Associate** – Open to persons not residing in the Club territory who wish to be a member for purposes other than to vote or hold office, or persons over the age of 18 residing in the Club territory who wish to be a member and are unable to attend Club meetings. Associate members will not be eligible to vote or hold office. Dues to be \$10.00.

**(b) Purpose of Membership**

The Club's primary purpose is to be representative of the breeders and exhibitors in its assigned territory.

**Section 2. Dues**

- (a) Annual membership dues shall be payable on or before the 1<sup>st</sup> day of July of each year. Payments are not considered late until 30 days after the original due date.
- (b) No member may vote whose dues are not paid for the current year.
- (c) During the month of May the Secretary shall send to each member a statement of dues for the ensuing year.
- (d) Former members who have allowed their membership to lapse for the duration of less than one year may be reinstated upon the payment of the annual membership dues plus a reinstatement fee equal to one hundred percent of the annual membership dues.

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- (e) A member of at least two years and during the most recent year has allowed the membership to lapse due to (1) chronic health issues, or (2) death within the immediate family, can become reinstated to their former level of membership, once all past due dues are paid and a letter explaining the cause for the lapsed membership is included with payment to the Treasurer and the Membership Chairperson.
- (f) Candidates approved for membership and having paid the application fee in April, May and June will not be subject to renewal in the next July renewal. These members will be up for renewal in July of the following fiscal year.

**Section 3. Election to Membership**

- (a) Each applicant for membership shall apply on a form as approved by the Board and on which the applicant agrees to abide by the Constitution and Bylaws (C&BLS) of this club, the rules of the Papillon Club of America and on the American Kennel Club.
  - 1) The application shall state the name, address, and contact information of the applicant.
  - 2) It shall carry the endorsement of two members in good standing who have been members for a minimum of one year unless the application is from a previous member in good standing.
  - 3) Accompanying the application, the prospective member shall submit dues payment for the current year.
- (b) Prospective members may present an application to the Secretary on their first meeting with the club. The application will be read at this meeting.
- (c) At the Next attended meeting, which should never be more than eighteen (18) months from the first reading, this application will be read again and will be submitted for a vote.
- (d) An affirmative vote of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.
- (e) The prospective member, other than those desiring associate membership, is required to attend the first and second meeting in the format designated by the Board of Directors which is in person and/or virtually).
- (f) Applicants desiring Associate Membership are exempted from the two meeting rule only. They must still have two sponsors, unless they are returning members and include dues with their applications according to the current C&BL. Applications may be mailed via postal service or presented at a meeting by the applicant themselves to the Membership Chairman who will present them to the Board for placement on the next General Meeting Agenda, Applicants for Associate Membership must be elected by a 2/3 vote of the membership present at a General Meeting by secret ballot.
- (g) Applicants for membership who have been rejected by the Club may not reapply within one

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year after such rejection.

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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 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.
- (b) By Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after July 31 annually. 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.
- (c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

**Article II – Meetings and Voting**

Section 1. **Club Meetings.**

Meetings of the Club shall be held in person and/or virtually at least (6) times per year within the general area of the Club's focalpoint at such hour and place designated by the Board of Directors. Notification shall be sent by the Secretary at least three weeks prior to the date of the meeting. The quorum for such meetings shall betwenty percent (20%) of the members in good standing.

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, or by five club members providing written notification by mail or electronic mail to the President stating the reason for the meeting. Such Special Meetings shall be held in person and/or virtually within thirty (30) days in the general area of the Club's focal point at such place, date and hour as may be designated by the President and/or Secretary. Notification of such meeting shall be sent by the Secretary at least five days and not more than 15 days prior to the date of the meeting. This notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such general meeting shall be twenty percent (20%) of the members in good standing. Quorum for a Special Meeting of the Board shall me the majority of the Board.

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**Section 3. Board Meetings.**

Meetings of the Board of Directors shall be held bi-monthly and as needed either in person and/or virtually at a time designated by the President. It is recommended these meetings take place at least five (5) days prior to the next general meeting. Notification of each Board meeting shall be sent via email by the Secretary at least 5 days prior to the date of the Board meeting. The quorum for the meeting shall be a majority of the Board.

**Section 4. 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 members of the Board. Such special meetings shall be held within the general area of the CLUB's focal point at such place, date, and hour as may be designated by the person authorized herein to call such meeting and/or can be held virtually. Notification of such meeting shall be sent by the Secretary at least five (5) days and not more than ten (10) days prior to the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

**Section 5. Voting.**

- (a) Each eligible 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 the member is present.
- (b) Proxy voting will not 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 Officers and three (3) Directors, all of whom shall be members in good standing and elected for two year terms as provided in Article IV or shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board.

- (a) Officers shall serve no more than two consecutive two-year terms on the Board. After one year's absence from the Board, the above members may serve regular terms again after being nominated and elected according to these Bylaws.

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- (b) For the purpose of continuity, in 2016, at the Annual Meeting, the duly elected President, the Secretary and two of the three Directors shall be elected for two year terms. In 2016 only, the Directors up for election shall be selected by the drawing of lots prior to the nominating process.
  
- (c) The Vice President, the Treasurer and the remaining Director will be elected for one year terms. From 2017 and beyond, the Officers and Directors shall be elected in this rotation for two year terms.

Section 2. **Officers.**

The Club's Officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities with regard to 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 those particularly specified in these Bylaws.
- (b) **The Vice President** shall have the duties and exercise the powers of the President in the case of the President's death, absence or incapacity.
- (c) **The Secretary** shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club; have charge of the correspondence, notify members of meetings, notify new members of their election to the membership, notify Officers and Directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in these Bylaws.
- (d) **The Treasurer** shall collect and receive all monies due to or belonging to the Club. Moneys shall be deposited in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection by the Board and a report shall be given at every Board and Club meeting on the condition of the Club's finances and every item of receipt or payment not before reported. At the Annual Meeting, an accounting shall be given of all monies received and expended during the previous fiscal year. An internal audit may be required at any time. The Treasurer is responsible for implementing the Financial Policies in Article XI.

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Section 3. **Vacancies.**

Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all of the then members of the Board at its first regular meeting following the creation of such a 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 and the resulting vacancy in the office of Vice President shall be filled by 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 July and end on the last day of June.**

Section 2. **Annual Meeting**

The Annual Meeting shall be held at the June meeting. Officers and Directors shall be elected by secret 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 the successor in office all properties and records relating to that office within 30 days after the election.

Section 3. **Elections**

The nominated candidate receiving the greatest number of votes for each office shall be declared elected.

Section 4. **Nominations**

No person may be a candidate in a Club election who has not been nominated. The Board shall select a nominating committee consisting of three members, two of whom may not be current Board members, by no later than January 31<sup>st</sup>. The secretary shall immediately notify the committeemen of their selection.

The committeemen shall select a chairman for the committee, and it shall be such person’s duty to call a committee meeting which can be held in person or virtually..



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- (a) The committee shall nominate one candidate for each office and position on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing no later than March 15<sup>th</sup>.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before the April meeting, notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the April 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 Secretary a written statement from the proposed candidate signifying willingness to be a candidate.
- (d) No person may be a candidate for more than one position.
- (e) Nominations may not be made at the Annual Meeting or in any other manner other than as provided in this section.
- (f) Nominees must be members in good standing for at least one year before being nominated for an office.

**Article V – Committees**

**Section 1. Special and Ad Hoc**

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 (Ad Hoc) may also be appointed by the President to aid the Club on particular projects.

**Section 2. Termination of Appointment**

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.

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**Article VI – Discipline**

**Section 1. American Kennel Club Suspension**

Any member who is suspended from any privileges of The American Kennel Club shall be automatically suspended from the privileges of this Club for a like period.

**Section 2. Charges.**

Any member may prefer charges against any member for alleged misconduct prejudicial to the best interests of the Club. Any Board member who prefers charges or is named in the charges must recuse themselves from participating in consideration of the charges. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25.00, 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 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 of the charges, it shall fix a date for a hearing by the Board not less than three (3) weeks or more than six (6) 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 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 (6) 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 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 finding 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.

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**Section 4. Expulsion.**

Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board meeting 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 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 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 secret ballot on the proposed suspension. A 2/3rds 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. Proposals**

Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty (20%) percent 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 when the petition was received by the Secretary.

**Section 2. Voting and Notice**

The Constitution and Bylaws may be amended by a secret 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 mailed to each member at least two (2) weeks prior to the date of the meeting.

**Section 3. Standing Rules.**

Standing rules may be proposed by the Board or membership and approved by a majority vote of the membership at a general meeting with notice, to clarify the operation and policies of the Club as long as they do not change parliamentary procedure in this C&BL.

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**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 the event of the 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 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. **Club Agenda.**

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:

Call to Order

Roll Call for purposes of declaring the quorum

Minutes of the last Club meeting

Report of President

Report of Secretary

Report of Treasurer

Reports of Committees

Election of Officers and Board (at Annual Meeting)

Election of new members

Unfinished business

New business

Motion to adjourn

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Section 2. **Board Agenda**

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 Board meeting

Report of Secretary

Report of Treasurer

Reports of Committees

Unfinished business

New business

Adjournment

**Article X – Parliamentary Authority**

Section 1.

The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised” shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the Club may adopt.

**Article XI – Financial Policy**

Section 1. **Signatures**

- (a) Checks for the Club for \$100.00 or less may be signed by the Treasurer.
- (b) Checks for over \$100.00 must have two signatures, unless the check is for a scheduled or pre-approved expense.

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Section 2. **Payment limits by Treasurer**

- (a) No check may be issued for more than \$100.00 (one hundred dollars) without the specific approval of the Board, unless the check is for a scheduled or pre-approved expense.
- (b) All payments must be supported by requests or receipts.

Section 3. **Payment limits by Board**

No payment may be approved by the Board for more than \$200.00, unless it is for a pre-approved expenditure by the membership. Pre-approved expenditures include, but are not limited to annual insurance, entry fees, taxes, dues and fees.

Section 4. **Payment limits more than \$1,000.00**

Payments in excess of \$1,000.00 in a single month must be approved at a general meeting by the Membership

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**STANDING RULES**

**1. Club Times and Places**

- a. Of the 6 (SIX) required club meetings of the membership, 4 (FOUR) must be held at the end of judging of Papillons at a scheduled dog show within the state of Florida. The remaining 2 (TWO) may be held at a dog show or at a place of the board's choosing within the state of Florida provided proper notification of the meeting location is announced to the members within the required notice period. Other Club meetings may be held with proper notice at a place and time decided by the Board. All meetings may be held in person or virtually.
- b. All meetings must be noticed according to these Bylaws.

**2. All Communications and Notices**

- a. Communication to members of the Club may be postal service, fax, email or virtual.

**3. Calendar**

- a. A calendar of current events shall be posted and kept current on the Club's website.

**4. Dissemination of Minutes**

- a. Minutes of the General Meeting recorded by the Secretary will be disseminated to the membership no longer than ten (10) days after the meeting to enable attendees to note corrections or amendments to be offered at the following meeting.

**5. Job Descriptions of Standing Committee Chairmen**

- a. Membership – The Membership Chairman shall receive current applications, ensure completeness of such, notify candidates of rules of eligibility and meeting dates and report applications eligible for membership approval to the Board.
- b. Show – The Show Chairman shall be responsible for planning and implementation of all matches and specialties according to the rules of AKC and the C&BL.
- c. Nominating- The Nominating Committee Chairman shall recruit two non-Board members in good standing to present a slate of nominees for open positions in the next election to the Board no later than the April Board Meeting.
- d. Bylaws – The Bylaws Chairman shall have working knowledge of Roberts Rules of Order and the SSPCI C&BL and periodically or on demand of the Board bring changes in the correct format to the Board and Membership for approval. The person should be available for each meeting and may serve as the Parliamentarian for the meeting.

**6. Job Descriptions of Appointed Committee Chairmen**

- a. Hospitality – The Hospitality Chairman shall plan and manage social aspects of each meeting and event.
- b. Long Range Planning – The Long Range Planning Chairman shall maintain the current and future calendars of the Board and Club and will suggest and receive suggestions about future events and issues facing the Club.
- c. Website Management – The Website Manager shall keep the website for the Club current, making suggestions for improvement for Board approval when needed.

**7. Out of Boundary Membership**

- a. Voting membership may be extended to eligible candidates who live anywhere as long as the total of members living outside the Constitutional boundaries does not exceed forty-five (45) percent.

**8. Member Application**

- a. **A current Board approved application for membership shall be attached to these standing rules.**

**9. Roster of Members**

- a. By August 1 of each year, the Secretary will forward a current roster of membership with current contact information to each member in good standing.
- b. An accurate roll of current members and their contact information will be verified in August and February by conferencing among the Treasurer, the Secretary and the Membership Chairman. Results will be presented to the Board of Directors by the Secretary through approved communication means.

**10. AKC Reporting**

- a. After the revised C&BL document is printed, a copy will be submitted to AKC Club Relations with the date approved, the percentage of members voting and the vote breakdown.

**11. Definition of “in good standing”**

The definition of “in good standing” (IGS) is a member who is current in their dues.