

GREAT DANE CLUB  
OF LAS VEGAS  
CONSTITUTION AND BY-LAWS

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**CONSTITUTION**  
**ARTICLE I - NAME AND OBJECTIVES**

Section I: The name of the Club shall be "Great Dane Club of Las Vegas, Inc., here in referred to as the "Club".

Section II: The object 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 urge members and breeders to accept the stand of the breed as approved by the American Kennel Club as the only standard of excellence by which the 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.

C) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, agility trials and obedience trials.

D) To conduct sanctioned matches, specialty show and other events for which the club is eligible under the Rules and Regulations of the American Kennel Club and to generate publicity on matters affecting the welfare of the breed.

E) To encourage dedication to the health and welfare of the breed.

Section III: 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 IV: The members of the Club shall adopt and may from time to time revise such by-laws as required to carry out the objectives.

Section V: The Club shall abide by the rules imposed by the Great Dane Club of America for Affiliate Clubs.

## **BY-LAWS**

### **ARTICLE I: MEMBERSHIP**

#### **SECTION I - ELIGIBILITY**

There shall be three types of membership open to all persons who are in good standing with the American Kennel Club (AKC), the Great Dane Club of America (GDCA) and who subscribe to the purpose of this Club, provided such persons or any member of their immediate family owns or has owned a Great Dane. While membership to the Club is unrestricted to residency, 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 to the 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 the person's election to membership. A Regular membership is best suited for persons who intend to be an active member of the Club, who plans to participate in Club activities and attends 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 membership to the 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 persons that cannot or does not want to attend meetings on a regular basis and out-of-state persons. An Associate membership can be converted to a Regular membership by attending two (2) consecutive meetings.

##### **C) HONORARY MEMBERSHIP**

Honorary membership may be 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 membership 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 II – DUES

All dues are set and subject to change by the Board provided notice is given of such change at least thirty (30) days prior. 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 an invoice for the person's dues for the ensuing year.

2. Any member who has not paid their dues on or before January 1 shall be a delinquent member and as such shall be deprived all privileges and benefits of membership unless payment is received on or before January 31st.

3. Delinquent members, who have not paid their dues by January 31st, will be automatically dropped from membership in the Club. The Board may grant an additional grace period of thirty days (30) for delinquent members in meritorious cases.

4. Any person newly elected to regular membership after October 1st, shall be considered fully paid for the following year.

### B) Honorary Membership: Exempt from dues.

## SECTION III – ELECTION TO MEMBERSHIP

### A) Regular 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 the application fee and annual dues.

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 the 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 the Club and unrelated to the applicant. Both sponsoring members shall be personally acquainted with the applicant prior to endorsement.
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 the Club website. At the next meeting following the publishing in the Club newsletter and or Club 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.  
Read – Published - Vote
6. The Corresponding Secretary shall send a letter to the applicant stating the results of the vote within thirty days after the vote. For an applicant receiving a negative vote, the letter will be accompanied by a refund check for the annual dues.
7. Applicants for membership who have been rejected by the Club may reapply after six months from the rejection.

#### B) Associate Membership

An Associate Membership rules are the same as regular Membership with the exemption of attending two meetings prior to submitting an application for membership.

#### C) 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 the 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 the nomination,

the Board of Directors shall take the nomination under consideration and at the next regular meeting the Board of Directors will make its recommendation.

2. Upon the recommendation of the Board of Directors, Honorary membership may be conferred by a vote of two-thirds (2/3) of the regular members present and voting.

#### SECTION IV – Termination of Membership

##### Membership May be Terminated

- A) 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) Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid as of January 31. However, the Board of Directors may grant an additional 30 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 delinquent as of that meeting.
- C) Expulsion: A membership may be terminated by expulsion as provided in Article VI.

### **ARTICLE II: MEETING AND VOTING**

#### Section I: 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. The scheduling at such hour, date and place will be designated by the Board of Directors. Written notice of each meeting shall be mailed and or emailed to the membership at least ten (10) days prior to the date of the meeting. The quorum for such meeting shall be twenty percent (20%) of the regular members in good standing. June and July meetings may be held at the option of the Club.

## Section II: Club Meetings – Special

Special Club meetings may be called by the President, or by a majority vote of the members of the Board of Directors 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 (5) regular members of the Club who are in good standing. Such Special meetings shall be held within the Greater Las Vegas Area at such date, hour and place as designated by the Board of Directors. Written notice of such a meeting shall be mailed and/or emailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting and shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such a meeting shall be twenty percent (20%) of the regular members in good standing.

## Section III: 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 IV: Board Meetings – Regular

Meetings of the Board of Directors shall be held no less than four times per year one 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 five (5) days prior to the date of the meeting. The quorum for such meeting shall be a majority of the Board.

## Section V: Board Meetings – Special

Special meetings of the Board may be called by the President or any three (3) 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, hours 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 five (5) days and not more than ten (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 VI: Voting

Each regular member in good standing shall be entitled to one vote at any meeting of the Club at which they are 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 I: Board of Directors

- A) The board shall be comprised of the President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, delegate to the Great Dane Club of America and four (4) Directors, all of whom shall be members in good standing. The President, Vice President, Corresponding Secretary, Recording Secretary and Treasurer shall serve for a term of one (1) year. The Delegate to the GDCA and four (4) Directors shall serve for a term of two (2) years. 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 January 1<sup>st</sup>.

#### Section II: 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.



- 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 limited to: all member names, membership type and the status of each Club member. 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. At the discretion of the Board of Directors the Corresponding Secretary and Recording Secretary may be combined to one office.
- 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 they are not related by blood, marriage or cohabitation to the Treasurer are to be registered with the 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 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.
- F) The GDCA Delegate – The Delegate to the GDCA shall be the accredited representative of the Club. They 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 GDCLV or the welfare of the Breed, they shall vote and plead at all meetings as directed by a majority of the membership or in absence of specific direction, at their own discretion, proved it will be for the best interest of the Club and the Breed.

- G) The Directors – The Board shall have four (4) Directors on it. The terms for each Director are two years and those terms will be staggered so that two (2) new Directors are elected each year.

### Section III: 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 I: Club Year

The Club's fiscal year shall begin on the first day of January and end on the last day of December.

### Section II: Annual Meeting

The annual meeting shall be held in the month of December, 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 January 1<sup>st</sup> and each retiring Officer shall turn over to the successor in the office all properties and records relating to that office within ten (10) days or by the first meeting after the election.

### Section III: Elections

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

### Section IV: Nominations

No person may be a candidate in a Club election who has not been nominated. At the October meeting, 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 before the November meeting.

- 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 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 two (2) weeks prior to the November meeting.
- C) Additional nominations may be made at the November 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 GDCA 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 I:**

The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, 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 be appointed by the Board to aid it on particular projects.

### **Section II:**

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 I: 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 II: 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, 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 interest of the Club. If the Board considers that the charges do not allege conduct, which would be prejudicial to the best interest 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 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 they wish.

### **Section III: 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 the hearing all the evidence and testimony presented by complainant and defendant, the Board may by 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 not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which consider 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 IV: 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 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 their own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and then vote by secret ballot on the proposed expulsion. A two-thirds (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 I:

Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Corresponding 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 be submitted for a vote within three months of the date when the Corresponding Secretary received the petition.

#### Section II:

The Constitution and By-Laws may be amended by a two-thirds (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 two (2) weeks prior to the date of the meeting.

### **ARTICLE VIII: Dissolution**

#### Section I:

The Club may be dissolved at any time by written consent of not less than two-thirds (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 member 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 I:**

The meeting 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 the President
- Report of the Corresponding Secretary
- Report of the Treasurer
- Reports of the Committees
- Election of the Officers and the Board (annual meeting)
- Election of new members
- Unfinished/Old Business
- New Business
- Adjournment

### **Section II:**

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/Old Business
- New Business
- Adjournment

**ARTICLE X: PARLIMENTARY AUTHORITY**

**Section I:**

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 By-Laws and any other special rules of order the Club may adopt.

Accepted by:

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