ORLANDO POODLE CLUB, INC.
ORLANDO, FL

Constitution and Bylaws
April 12, 2021

Article I
Name and Objectives

Section 1. The name of the club shall be the Orlando Poodle Club, Inc.

Section 2. The objectives of the club shall be:

a) To encourage and promote quality in the breeding of purebred Poodles and to do all possible to improve their health and bring their natural qualities to perfection. This will include adherence to the Poodle Club of America's recommended genetic and health testing of all poodles being bred by members.

b) To urge members and breeders to accept the Poodle Breed Standard developed by the Poodle Club of America and approved by the American Kennel Club and use it as the only standard of excellence by which poodles shall be judged.

c) To do all in its power to protect and advance the interests of the breed by encouraging sportsman like competition at AKC events including Conformation Shows, Obedience Trials, Agility Trials, Rally Trials, Hunt Tests and other events.

d) To hold events under AKC rules and regulations for which the Club is eligible.

Section 3. The club shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues shall inure to the benefit of any member or individual.

Article II
Membership

Section 1. Eligibility. There shall be three types of membership:

a) Regular Membership, open to all persons 18 years of age or older who are in good standing with the American Kennel Club, who subscribe to the purposes of this club, and who attend a minimum of three club meetings per year.

b) Associate Membership, open to all persons regardless of age who are in good standing with the American Kennel Club, and to subscribe to the purposes of this club.

c) Honorary Membership, open to selected persons who subscribe to the purposes of this club who are in good standing with the American Kennel Club.

While regular membership is unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its general area.

Section 2. Dues. The amount of dues to be assessed each member for the coming fiscal year shall be decided by a majority vote of the regular members present at the November meeting. The dues shall be payable on or before the first meeting in February of each year

Section 3. Election to regular and associate membership. Each applicant for regular or associate membership shall 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 bylaws and the rules of the American Kennel Club. The application shall state the name, address and occupation of the applicant, and it shall carry the endorsement of two members. Accompanying the application is dues payment for the current year. Applications are to be filed with the secretary and each application shall be voted upon and the affirmative votes of three-quarters of the regular members present and voting at that meeting shall be required to elect the applicant. Applicants who have been rejected by the club may not reapply within six months after such rejection.

Section 4. Selection to Honorary Membership. Honorary members shall be selected only at the annual meeting of the club, by 2/3 vote of the regular members present. This distinction should be conferred only upon those individuals who have demonstrated some act of special merit, or a particular service to the club, or a particular service to the poodle breed. Honorary members shall pay no dues or assessments and can hold no office or vote.

Section 5. Termination of Membership.
Membership may be terminated by:

a) Resignation. Any member in good standing may resign from the club upon written notice to the secretary; but no member may resign when in debt to the club. Dues obligations are considered a debt to the club and they become incurred at the first day of each fiscal year.

b) Lapsing. A membership will be considered as lapsed and automatically terminated if such members dues remain unpaid 30 days after the first day of the fiscal year. However the board may grant an additional 30 days 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) Expulsion. A membership may be terminated buy expulsion as provided in Article VII of this constitution and bylaws.

Article III

Meetings and Voting

Section 1. Club Meetings. **Meetings of the club shall be held monthly in or near the city of Orlando or by teleconference/videoconference and "virtual"/electronic meetings on the second Monday of each month with the exception of holidays and extenuating circumstances. The hour and place shall be designated by the board of directors. Written Notice of each meeting shall be sent electronically by the corresponding secretary at least one week prior to the meeting date. The quorum for such meetings shall be 20 percent of the regular members in good standing.**

Section 2. Special Club Meetings. **Special club meetings may be called by the president or by a majority of the members of the board who are present and voting at any regular or special meeting of the board, or by the secretary upon receipt of a petition signed by five regular members of the club who are in good standing. Such special meetings shall be held in or near the city of Orlando or by teleconference/videoconference and "virtual"/electronic meetings at such an hour 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 sent electronically by the secretary at least one week 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 percent of the regular members in good standing.**

Section 3. Board Meetings. **Meeting of the board of directors shall be held four times a year in or near the city of Orlando or by teleconference/videoconference and "virtual"/electronic meetings at such date, hour and place as may be designated by the president. Notice of each meeting shall be made by the secretary at least 7 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.**

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 (including letters, emails or texts) request by at least five members of the board. Such special meetings shall be held in or near the city of Orlando or by teleconference/videoconference and "virtual"/electronic meetings at such hour as may be designated by the person authorized herein to call such meetings. Notice of such meeting shall be sent electronically by the secretary at least three days and not more than 5 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum of such meeting shall be a majority of the board**

Section 5. Voting. **Each regular 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 they are present. Proxy voting will not be permitted at any club meeting or election.**

Article IV
The Directors and Officers

Section 1. Board of Directors. **The board of directors shall be comprised of the president, vice president, corresponding secretary, recording secretary, treasurer and 3 other persons all of whom shall be regular members in good standing and all of whom shall be elected for one-year terms at the club's annual meeting as provided in Article V, General management of the club's affairs will be entrusted to the board of directors.**

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 of directors.**

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 the president in addition to those particularly specified in the constitution and bylaws.

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 recording 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 and keep a roll of the members of the club with their addresses, phone numbers and email addresses, and carry out such other duties as prescribed in this constitution and bylaws.
The corresponding secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, and carry out such other duties as prescribed in this constitution and bylaws.
d) The treasurer shall collect and receive all monies due or belonging to the club and receipt thereof, and shall deposit the same in the bank satisfactory to the board, in the name of the club. The treasurer's books shall be at all times open to inspection by the membership. The treasurer shall report at every meeting the condition of the club's finances and every item or receipt or payment not before reported; and at the annual meeting shall render an account of all monies received and expended during the previous fiscal year.

Section 3. Vacancies. **Any vacancies occurring on the board during the year shall be filled for the unexpired term of office by a majority vote of all the then members of the board at its first regular meeting following the creation of such vacancy**

Article V
The Club Year, Annual Meeting, Elections

Section 1. Club Year. **The club's fiscal year shall begin the first day of March and end the last day of February. 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 March at which, directors and officers for the ensuing year 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 this successor in office, all properties and records relating to that office within 30 days after the election.**

Section 3. Elections. **The nominated candidates 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. During the month of November, the board shall select a nominating committee consisting of three members and two alternates, at least one of whom shall not be a member of the board. The corresponding secretary shall immediately notify the committee members and**

alternates of their selection. The board shall name a chairperson for the committee and it shall be the chairperson's duty to call a committee meeting, which will be held on or before January 1.

a) The committee shall nominate one candidate for each office and three candidates for the three other positions on the board, and after securing the consent of each person so nominated, shall immediately report their nominations to the secretary in writtening or electronic form.

b) Upon receipt of the nominating committee's report, the secretary shall on or before January 30, notify each member in written or electronic form of the candidates so nominated.

c) Additional nominations may be made at the February meeting by any regular member in attendance provided that the person so nominated does not declined when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present a written statement from the proposed candidate signifying their 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 from the nominating committee.

d) Nominations cannot be made at the annual meeting or in any manner other than as prescribed in this section.

e) No person shall be eligible for more than five consecutive terms in the same office.

Article VI
Committees

Section 1. The board may each year appoint standing committees to advance the work of the club in such matters as Conformation Shows, Obedience Trials, Agility Trials, Rally Trials, Hunt Tests, Trophies, Annual Prizes, Membership and other fields which may well be served by committees. Such committees may also be appointed by the board to aid in its 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 service has been terminated.

Article VII
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 the club for a like period.

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the club or the breed. Written charges with specifications must be filed in duplicate with the secretary together with a deposit of $100.00 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 interest of the club, or the breed, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date of a hearing by the board not the less than 3 weeks nor more 6 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 their own defense and bring witnesses if so desired.

Section 3. Board Hearings. The board shall have complete authority to decide whether counsel may attend the hearing but both complainant and defendant shall be treated uniformly in this 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 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 explosion. In such case, the suspension shall not restrict the defendant's right to appear before the 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 recording secretary. The corresponding secretary shall notify each of the parties of the board's decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member from the club may be accomplished only at a meeting of the club following a board hearing and upon the board's recommendation as provided in Section 3 of this article. Such proceedings may occur at a regular or special meeting of 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 their own behalf though no evidence shall be taken at this meeting. The president should read the charges and shall invite the defendant, if present, to speak in their own behalf, if they so wish. The membership shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those regular members present at the meeting shall be necessary for expulsion. If expulsion is not so voted, the board's suspension shall stand.

Article VIII
Amendments

Section 1. Amendments to the constitution and by-laws may be proposed by the board of directors or by written petition address to the secretary signed by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the board of directors and must be submitted to the members with recommendations of the board by the secretary for a vote within 3 months of the date when the petition was received by the secretary.

Section 2. the Constitution and bylaws may be amended by a 2/3 vote of the regular members present at any regular or special meeting called for the purpose, provided the proposed amendment has been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting, or sent electronically at least one week prior to the meeting.

Article IX
Dissolution

Section 1. Dissolution. The club may be dissolved at any time by written consent of not less than 2/3 of the regular members. In the event of the dissolution of the club 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 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 X
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:

1. **Roll call**
2. **Minutes of the last meeting**
3. **Report of the board**
4. **Report of the president**
5. **Report of the secretary**
6. **Report of the treasurer**
7. **Report of committees**
8. **Election of officers and board (at annual meeting)**
9. **Election of new members**
10. **Unfinished business**
11. **New business**
12. **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:

1. **Reading of the minutes of last meeting**
2. **Report of secretaries**
3. **Report of treasurer**
4. **Report of committees**
5. **Unfinished business**
6. **New business**
7. **Adjournment**

Section 3. The rules in Robert's Rules of Order (rev.) shall govern the corporation in all cases to which they are applicable and to which they are not inconsistent with the bylaws of this corporation.

(Still current as of March 2025)