

N 22889

V41

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

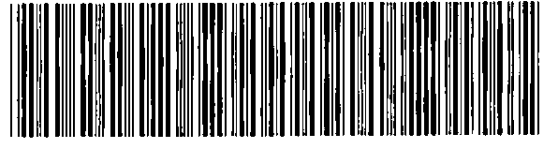
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Filed per Sean Toner

Office Use Only



600437129956

10/29/24--01001--024 **01.15

2024 OCT 29 PM 12:40
FILED IN OFFICE

RECEIVED
2024 OCT 29 PM 12:30
NOTARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Ochlocknee River Kennel Club of FLORIDA INC
DOCUMENT NUMBER: N 22889

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Babette Ferris
Name of Contact Person
Ochlocknee River Kennel Club of FLORIDA INC
Firm/ Company
P.O. Box 3185
Address
Tallahassee FL 32315
City/ State and Zip Code
~~MARIBETTE~~ MaribetROTT5@yahoo.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ at (_____) _____
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy
(Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy
(Additional Copy is enclosed) |
|--|---|--|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

CONSTITUTION AND BYLAWS

Ochlockonee. River Kennel Club of Florida, Inc.

CONSTITUTION

Article 1 Name and Objectives

Section 1, Name and Description

The name of the Club shall be Ochlockonee River Kennel Club of Florida, Inc., henceforth known in this document as "ORKC" or "the Club", It:

- (a) is composed of members who love purebred dogs and their sport and can work together to serve the best interests of dogs and the sport.
- (b) operates under an acceptable constitution and bylaws identifying the orderly, civil and democratic conduct of club business.
- (c) has members residing in a geographic area in and around Gadsden County, Florida and can hold events in this community to promote the sport of purebred dogs.

Section 2, Objectives

The objectives of the Club shall be to:

- (a) do all in its power to protect and advance the common interests of all dogs, purebred and mixed breed alike, and their owners.
- (b) hold events for which the club is eligible under the rules and regulations of the American Kennel Club, henceforth known as the AKC, and in adherence with its Code of Sportsmanship.
- (c) educate members of the Club and the public on responsible dog ownership.
- (d) Encourage dog and litter registration through the AKC through Purebred Registration, Purebred Alternative Listing, or Canine Partners; and
- (e) foster the achievement of titles through conformation, obedience/rally, agility, performance sports, the Family Dog Program, and any other event or program offered by the AKC.

2024 OCT 29 11:12:40
FIDELITY STATE

Section 3, Not-For-Profit Status

The Club shall not be conducted or operated for profit and no part of any profits, remainder or residue from any funds or donations received by the Club shall insure to the benefit of any member or individual.

Section 4, Bylaws

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

BYLAWS

Article 1 Membership

Section 1, Eligibility

Membership is open to all persons at least eighteen years of age, in good standing with the American Kennel Club and who subscribe to the purposes and objectives of this Club.

Section 2, Dues

Dues are payable on or before the first day of January and delinquent on the first day of March. No member may vote whose dues are not paid for all previous years and/or the current year. The Secretary in conjunction with the Treasurer shall send each member or family a statement of their dues. Dues will be paid by prospective members prior to their election into the Club. Dues are refundable if the prospective member fails to meet the requirements of Article 1, Section 3, or these bylaws, or if the prospective member withdraws his or her application prior to election into the Club. Annual dues for individual members shall be \$25. Annual dues for two or more members residing in the same household is \$35 per family. Memberships acquired from October 1 to December 31 of a given year will be carried over for the next calendar membership year.

Dues are subject to change by majority vote of the Board in attendance and final vote by the General Membership in attendance at the following meeting.

Section 3, Election to Membership

Each applicant for membership shall apply on a form, as approved by the Board of Directors, which shall provide that the applicant agrees to abide by ORKC's Constitution and Bylaws and by the rules and Code of Sportsmanship of the American Kennel Club.

The application shall state the name, address, telephone number, e-mail and occupation of the applicant and it shall carry the endorsement of two members. All applications are to be filed with the Membership Chair as appointed by the Board. Applicants for membership who have been rejected by the Board of Directors may not reapply within six months after such rejection and all monies paid by the applicant shall be refunded minus processing fees.

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/Treasurer.

(b) by lapsing.

A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid. In no case may a person be entitled to vote at any Club meeting

(c) by expulsion

A member may be terminated by expulsion as provided in Article VI of these Bylaws.

Section 5, Reinstatement of Membership

A membership may be reinstated if the member left the Club in good standing. The member must submit dues and will be reinstated without approval from the Board of Directors.

Article II Meetings and Voting

Section 1, General Meeting

General meetings shall be held a minimum of six times per year. Dates and times will be designated by the Board of Directors. Written notice will be sent by the Secretary two weeks prior to the date of the meeting. The Secretary will send an agenda for the meeting one week in advance. In both cases, written notice will be sent via e-mail.

Section 2, Board Meetings

Meetings of the Board of Directors shall be held monthly. Guests attending the Board meetings shall only do so at the invitation of the President. Requests to attend shall state the purpose in writing and be advanced through the Secretary. The Secretary shall obtain the approval of the President and when that approval is given, inform the Guest they may attend.

Dates and times of both regular and special (emergency) meetings will be designated by the Board of Directors. Agenda items shall be advanced through the Secretary to the President for approval. Written notice of regular meetings will be sent by the Secretary two weeks prior to the date of the meeting. The Secretary will send an agenda for regular meetings one week in advance. In both cases, written notice will be sent via e-mail. Special emergency meetings will be announced by the Secretary under the direction of the President, and it is not necessary to meet the notification and agenda deadlines in these cases.

Section 3, General Membership Voting

Each member in good standing whose dues is paid for the current year shall be entitled to one vote at any General Meeting at which he/she is present. A simple majority vote consisting of a minimum of 10 voting members other than the Board of Directors will determine the outcome of any matter being presented, and no quorum shall be necessary.

Section 4, Board Voting

E-mail voting will be permitted by Board members that are unable to be present and have given advance notice to the Secretary and only when voting on matters pertaining to Club business. One more than one half of Board Members present will constitute a quorum.

Article III Officers and Directors

Section 1, Board of Directors

The Board of Directors will be comprised of no less than 5 persons and no more than 9 persons, thus always ensuring an odd voting quorum. Officer positions will consist of: President, Vice-President, Secretary and Treasurer. The Secretary and Treasurer positions may be held by the same person in the event either cannot be filled individually but would only have a single vote. Any person serving on the Board of Directors shall be members in good standing, current on their dues, and may not be absent from either Board meetings or General meetings more than twice during their term. Additional absences may result in a vacancy of their position. All the Board members shall be elected for one-year terms at the Club's Annual Meeting as provided in Article IV. Management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2, Officers

The Club's Officers shall serve in their respective capacities both with regard to the Club and its general meetings and the Board and its meetings.

- (a) 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) Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.
- (c) Secretary shall keep a record of all meetings of the Club and the Board and all matters of which a record shall be ordered by the Club. This individual shall also have charge of correspondence, notification of individuals of their membership status, and other duties as are prescribed by these Bylaws.
- (d) Treasurer shall collect and receive all monies due or belonging to the Club. This individual shall deposit same in a bank designated by the Board in the name of the Club. The Treasurer's books shall be always open to inspection by the Board and this individual shall report to them at every meeting the condition of the Club's finances. At the Annual Meeting the Treasurer shall render an account of all monies received and expended during the previous fiscal year.

Section 3, Vacancies

Any vacancies occurring among the Officers or Directors of the Board shall be filled by a majority vote of the remaining Board until the next annual election. 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 the Board.

Article IV The Club Year, Annual Meeting, Elections

Section 1, Club Year

The club's fiscal year shall begin on the 1st day of January and end on the 31st day of December.

Section 2, Annual Meeting

The Annual Meeting shall be held in the month of April at which Officers and Directors 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 conclusion of the election. Each retiring officer shall turn over to his successor all properties and records relating to that office within ten (10) days after the election, known as Transition. Former officers who do not follow this transition rule may be subject to charges acting in a manner prejudicial to the Club.

Section 3, Elections

The nominated candidate receiving the greatest number of votes for each officer position shall be declared elected. The nominated candidates for Director positions on the Board who receive the greatest number of votes for such positions shall be declared elected. Ballots shall be counted by at least two neutral third parties who are approved in advance by the Board of Directors. These parties will be presented to the President (or presiding officer) in writing once completed. The President (or presiding officer) will immediately announce the results. Motions for a recount must have a second and a vote, with a simple majority determining the outcome.

Section 4, Nominations

No person may be a candidate in a Club election who has not been nominated. A nominations committee shall be formulated by the Board of Directors, and they shall present to the General Membership a list of nominations for positions on the board. Additional nominations may be made at the March general meeting by any member in attendance provided that the person so nominated does not decline the nomination when it is made and is in good standing with the Club. No person may be a candidate for more than one position, except for Secretary/Treasurer.

Article V Committees

Section 1, Standing and Special Committees

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

Section 2, Termination of Committee Appointments

Committee Chairs serve at the pleasure of the Board of Directors. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee, without stated cause; and the Board may appoint successors to those persons whose services have been terminated.

Article VI Discipline

Section 1, American Kennel Club Suspension

Any member who is suspended from any privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period and shall be so notified, in writing, by the Secretary/Treasurer. AKC DISCIPLINE GUIDELINES- EFFECTIVE June 1, 2024 Explanatory Notes, Articles XII and XIV, allow for discipline for "conduct alleged to have been prejudicial to the best interests of purebred dogs, purebred dog events, or the AKC".

Section 2, Member Charges

Any member may bring charges against a member for alleged misconduct prejudicial to the best interests of ORKC, AKC, dogs, or dog-related events, or as described in the U.S. Code, Florida Statutes, or local codes and ordinances. Written charges must be filed in duplicate with the secretary/Treasurer together with a deposit of \$25 which will be forfeited if such charges are not sustained by the Board following a hearing. The Secretary/Treasurer 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 interests of the Club, 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 less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary/Treasurer 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 suspended, 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 up to and not more than six (6) months from the date of the hearing. In such case, the suspension shall not restrict the defendant's right to appear at the ensuing Club meeting which considers the Board's decision. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary/Treasurer who, in turn, shall notify each of the parties of the Board's decision and penalty, if any. If the Board deems that suspension is insufficient, it may also recommend to the membership that the penalty be expulsion.

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 recommendations as provide 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 recommendations of suspension. 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 findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand unless the members by a 2/3 vote revoke the suspension. Ballots will be counted by a neutral third party.

Article VII Amendments

Section 1, Proposing Amendments to Constitution and Bylaws

Amendments to Constitution and Bylaws may be proposed to the Board of Directors or by written petition addressed to the Secretary/Treasurer signed by twenty percent (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 the Board's recommendations, by the Secretary/Treasurer for a vote within three (3) months of the date the petition was received by the Secretary/Treasurer.

Section 2, Voting on Amendments by General Membership

The Constitution and Bylaws may be amended by a 2/3 vote of the members present. Voting will occur at a regular or special meeting, provided the proposed amendments have been included in the notice of the meeting and emailed to each member at least two (2) weeks prior to the date of the meeting.

Article VIII Dissolution

The Club may be dissolved at any time by the written consent of not less than 2/3 of the votes returned. In the event of the dissolution of the Club, whether voluntary, involuntary or by operation of law, none of the property of the Club shall be distributed to any member or members of the Club. After payment of the debts of the Club, its property and assets shall be sold, and revenue shall be donated to a charitable organization selected by the Board of Directors for the benefit of dogs.

Article IX Order of Business

Section 1, General Membership Meetings

At meetings of the Club, the order of business shall be as follows:

Call to Order/Report of President

Introduction of Guests/Presentations

Roll Call

Report of Secretary/Minutes of the Last Meeting (sent electronically with the Agenda)

Report of Treasurer (sent electronically with the Agenda)

Report of Committees

Election of Officers (Annual Meeting only)

Unfinished Business

New Business

Adjournment

Section 2, Board Meetings

At meetings of the Board of Directors, the order of business shall be as follows:

Call to Order/Report of President

Guests (Approved by the President, required to depart after the presentation)

Report of Secretary/Minutes of Last Meeting (sent electronically with the Agenda)

Report of Treasurer (sent electronically with the Agenda)

Unfinished Business

New Business

Adjournment

Section 3, Roberts Rules of Order

Roberts Rules of Order. latest revised edition, shall govern in any instances not covered herein. ORKC finds vital importance in the following principles (<https://www.utah.gov/pmn/files/817637.pdf>):

- Justice and courtesy for all
- Maintenance of order
- Consideration of one item at a time
- All sides get heard
- Ability for each member to provide input
- Majority rule
- Protection of the rights of all members including the minority Basic Principles
- A quorum must be present for business to be conducted
- All members have equal rights, privileges and obligations
- No person should speak until recognized by the Chair
- Personal remarks or side discussions during debates are out of order
- Only one question at a time may be considered, and only one person may have the floor at any one time
- Members have a right to know what the pending question is and to have it restated before the vote is taken
- Full and free discussion of every main motion is basic right
- A majority decides a question except when basic rights of members are involved or a rule provides otherwise
- Silence gives consent. Those who do not vote allow the decision to be made by those who vote
- The Chair should always remain impartial

Basic Definitions

Motion-A formal proposal made to bring a subject before an assembly for its consideration and action. Begins with "I move that..." **Second**...A statement by a member who agrees that a motion made by another member be considered. Stated as "Second." Or "I second the motion."

Amendment-Before the vote is taken on a motion, it may be amended by:

- Striking out words
- Inserting or adding words
- Striking out words and inserting others in their place
- Substituting one (1) paragraph or resolution for another **Presiding Officer/Chair** – The individual who facilitate the meeting, usually the President. In the absence of the President, the Vice-President is next. If neither are present, the Secretary calls the meeting to order and conducts an election for a Chairman Pro Tem (a presiding officer for that meeting only).

Role of the Presiding Officer

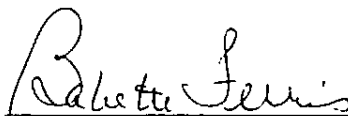
- To introduce business in proper order per the agenda
- To recognize speakers
- To determine if a motion is in order
- To keep discussion focused on the pending motion
- To maintain order
- To put motions to a vote and announce results (General procedures for handling a Main Motion)
- A member must obtain the floor by being recognized by the Chair.
- Member makes a main motion
- A motion must be seconded by another member before it can be considered
- If a motion is in order, the Chair will restate the motion and open debate
- The maker of a motion has the right to speak first in debate
- The main motion is debated along with any secondary motions that are debatable.

- Debate on Subsidiary, Privileged and Incidental motions (if a debatable or mendable) take precedence over debate on the main motion and must be decided before debate on the main motion can continue
- Debate is closed when: Discussion has ended or a 2/3 vote closes debate
- The Chair restates the motion, and if necessary, clarifies the consequences of affirmative and negative votes
- The Chair calls for a vote by asking "All in favor?" Those in favor say "Aye". Then asking, "All opposed?" Those opposed will say "no".
- The Chair announces the result. General Rules of Debate for Small Boards.
- All discussion must be relevant to the immediately pending question.
- No member should speak more than twice to each debatable motion. The second time takes place after everyone wishing to debate the motion has had an opportunity to speak once.
- All remarks should be addressed to the Chair
- Debate must address issues not personalities
- When possible, the Chair should let the floor alternate between those speaking in support and those speaking in opposition to the motion
- Members may not disrupt the assembly
- Rules of debate may be changed by a 2/3 vote or general consent without objection



John Boynton, President

10/29/24



Babette Ferris, Secretary

10/29/24