

SCENT WORK CLUB OF SAN DIEGO

Constitution and Bylaws

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CONSTITUTION

These Bylaws are subject to and governed by the State of California Nonprofit Public Benefit Laws and the Articles of Incorporation of Scent Work Club of San Diego. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the California State Nonprofit Public Benefit Laws, the California Nonprofit Public Benefit Act will be controlling.

ARTICLE I

Name and Objectives

SECTION 1. Name

The name of the Club shall be Scent Work Club of San Diego (SWCSD), herein referred to as “Club” or “the Club”.

SECTION 2. Objectives

The objectives of the Club shall be:

- 1) To further the advancement of and do all in its power to protect and advance the interest of Scent Work trials.
- 2) To conduct scent work classes, workshops, seminars, matches, trials and/or tests, and any other events for which the Club is eligible under the Rules and regulations of The American Kennel Club, open to purebred and mixed breed dogs.
- 3) To improve public knowledge of evolving science-based, positive training philosophies, to encourage least intrusive and minimally aversive dog training techniques and to promote responsible dog ownership by providing training, competitions, trials, seminars and demonstrations open to the general public, furthering the value of positive dog training to the greater community.
- 4) To provide a safe, friendly and inclusive environment that will allow handlers and dogs the opportunity to improve training techniques and teamwork, encourage

the training of judges, provide support and a sense of community between members and to share information and education about the dog sport of Scent Work and other performance sports.

- 5) To support the welfare of dogs by collaborating with canine organizations that benefit the public good.

SECTION 3. Not For Profit

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

SECTION 4. Amendments

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 I Membership

SECTION 1. Eligibility

There shall be two (2) types of membership open to all persons 18 years of age and older who are in Good Standing with the American Kennel Club and who subscribe to the purposes of this Club.

- 1) Regular-Voting Membership — The Regular Membership entitles the individual who pays dues and meets other requirements of membership to all Club benefits. Each Regular Member in Good Standing at the time of the taking of a vote shall have one vote and is eligible to hold an Officer or Board Member position. To apply for Regular Membership, the member must first become an Associate Member.
- 2) Associate Membership — The Associate Membership is open to new members of the Club for a minimum period of four (4) months. Associate Members are entitled to all Club privileges except voting and holding office. An Associate Member will need to be in Good Standing to apply for Regular-Voting Membership after the four-month period. An Associate Member may, but is not required to, apply for Regular-Voting Membership after the four (4) month period and if Regular-Voting membership requirements have been met.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the exhibitors in its immediate area.

Members in Good Standing are those who meet the following criteria:

- 1) Have no outstanding financial obligations to the Club,
- 2) Have not been reprimanded or suspended as defined in Article VI of these Bylaws,

- 3) Observe the objectives of the Club as defined in Article I, Section 2 of the Constitution, and
- 4) Is not under suspension by The American Kennel Club.

SECTION 2. Dues

Annual membership dues shall be set by the Board of Directors. Membership dues for Regular-Voting Membership shall not exceed \$150 per year, payable on or before the 31st day of December of each year. Dues for Associate Membership shall not exceed \$150 per year, payable on or before the 31st of December of each year. No member may vote whose dues are not paid for the calendar year. During the month of October the Treasurer shall send to each member a statement of dues for the upcoming calendar year. A new Associate Member will be charged one-half annual dues if joining the Club after the 30th day of June.

SECTION 3. Election to Membership

- 1) Each applicant for membership shall apply on a form approved by the Board of Directors (“Board” or “the Board”) and which shall provide that the applicant agrees to subscribe to the purpose of the Club, to abide by this Constitution and these Bylaws, and to follow the Club’s Code of Conduct, Special Rules, club policies, and the rules and regulations of The American Kennel Club.
- 2) All applications for membership shall be filed with the Secretary who in turn shall submit the application to the Board for review of eligibility. Once eligibility is determined, the Board will direct the Secretary to post the names of prospective members by written or electronic communication. If no objections are received by the Secretary within 14 days of publication, the applicant is automatically admitted to the applied-for level.
- 3) If objections are received, the application goes to a vote of the General Membership at the next general meeting where the objection may be presented to the membership before the vote is taken. Each membership application shall be voted upon by secret ballot which will be made available to eligible voting

members prior to the beginning of the meeting. An affirmative vote of 2/3 of voting members present at the Club's meeting shall be required to elect the applicant.

- 4) Applicants for membership who have been rejected by the Club can reapply six (6) months after the date of rejection.
- 5) Accepted applications for new members will only be admitted at the Associate Membership level and may apply for Regular Membership after four (4) months.

SECTION 4. Termination of Membership

Memberships may be terminated, in accordance with California State Law:

- 1) by resignation: Upon written notice to the Secretary.
- 2) by lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the first day of the calendar year; however, the Board may grant an additional thirty (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 unpaid as of the date of that meeting.

- 3) by expulsion: A membership may be terminated by expulsion as provided in Article VI of these bylaws based on a good faith determination of the Board that the member has failed to observe the Code of Conduct of this Club or has engaged in conduct prejudicial to this Club's purposes and interests.
- 4) by court action: The member has been declared by final order of a court to be of unsound mind.

ARTICLE II

Meetings and Voting

SECTION 1. General Club Meetings

- 1) Meetings of the Club membership shall be held every three (3) months or more frequently as is necessary by methods such as electronic transmission, electronic video screen communication, or methods as may be developed, or held in-person at any place within the greater San Diego, CA area (including communities north to Route 56, south to Chula Vista, east to Route 125 and west to the Pacific coast), as may be designated by the Board, consistent with California State law.
- 2) Written notice of each such General meeting shall be given personally, by electronic transmission or by USPS mail or other means of written communication addressed to the member of the Club at the address of such member appearing in the records of the Club or given by the member to the Club for the purpose of notice not less than ten (10) days nor more than ninety (90) days prior to the date of the meeting.
- 3) The quorum (the number of regular-voting members who must be present for any voting decisions at the meeting to be valid) for such General meetings shall be twenty (20) percent of the eligible voting members in Good Standing. Associate non-voting members do not count towards the determination of a quorum.
- 4) The Board may initiate an electronic or written balloting option by promptly sending a ballot to all eligible voting members of the Club following the meeting, in accordance with California State Law and Sections 6 and 7 of this Article, as applicable. A date must be specified for receipt of ballots returned.

SECTION 2. Special Club Meetings

Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any Regular or Special meeting of the Board.

- 1) Such Special Club Meetings may be held by methods such as electronic transmission, electronic video screen communication, or methods as may be developed, or held in-person at any place within the greater San Diego, CA area (including communities north to Route 56, south to Chula Vista, east to Route 125 and west to the Pacific coast), as may be designated by the Board.
- 2) The meeting shall be held no more than thirty-five (35) days after receipt of the request.
- 3) Written notice of such meeting shall be given personally, by electronic transmission or by USPS mail or other means of written communication addressed to the members of the Club at the address of such member appearing in the records of the Club or given by the member to the Club for the purpose of notice not less than seven (7) days nor more than thirty five (35) days prior to the date of the meeting. Said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat.
- 4) The quorum for such meetings shall be twenty (20) percent of the eligible voting members in Good Standing. Non-voting members do not count towards the determination of a quorum.
- 5) The Board may initiate an electronic or written balloting option sent promptly to all eligible voting members of the Club following the meeting, in accordance with California State Law. A date must be specified for receipt of ballots returned.

SECTION 3. Board Meetings

- 1) Meetings of the Board may be held twice per quarter or as frequently as is necessary by methods such as conference telephone, electronic transmission,

electronic video screen communication, or methods as may be developed, or held in-person at any place within the greater San Diego, CA area (including communities north to Route 56, south to Chula Vista, east to Route 125 and west to the Pacific coast), as designated by the Board.

- 2) Written notice of each such meeting shall be given personally, by electronic transmission by the Club or by USPS mail or other means of written communication to each member of the Board and the General Membership by the Secretary no less than fourteen (14) days prior to the date of the meeting.
- 3) The quorum for such meetings shall be a majority of the Board.

SECTION 4. Special Board Meetings

Special meetings of the Board may be called by the President or shall be called by the Secretary upon receipt of a written request signed by a majority of the Board.

- 1) Such Special Board meetings may be held by methods such as conference telephone, electronic transmission, electronic video screen communication, or methods as may be developed, or held in-person at any place within the greater San Diego, CA area (including communities north to Route 56, south to Chula Vista, east to Route 125 and west to the Pacific coast).
- 2) Special Meetings of the Board shall be held no less than four (4) days following notification by first-class USPS mail or 48 hours notice delivered personally or by telephone including voice messaging system or by electronic transmission by the Club. Said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat.
- 3) The quorum for such meetings shall be a majority of the Board.

SECTION 5. Voting

Each member in Good Standing whose dues are paid for the calendar year and who has met the requirements for Regular membership shall be entitled to one vote on any matter that may properly be presented to the membership for a vote.

Proxy voting will not be permitted at any Club meeting or election.

SECTION 6. Actions by Written Ballot

Any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the Club distributes an electronic or written ballot to all Members entitled to vote on the matter. The definition of “written” included for notification, consent, ballot, and approval purposes shall include either physically written and delivered means (paper and physical delivery or presentation) or an electronic form using email (with or without attachments) to and from the email address registered with the Club for the member or Officer, in accordance with California State Law.

SECTION 7. Actions by Unanimous Written Consent

Any action required or permitted to be taken by the Members may be taken without a meeting if all members individually or collectively consent in writing to the action. The written consent or consents (as outlined in Section 6 of this article) shall be filed with the minutes of the proceedings of the Members. The action by written consent shall have the same force and effect as a unanimous vote of the Members.

SECTION 8. Loss of Voting Privilege

Failure to help organize or volunteer at least one (1) Club event annually and attend at least one (1) General meeting annually as outlined in Article II, Section 1. of the Bylaws shall operate as the accepted change of that membership to an Associate non-voting status, if the Member is otherwise in Good Standing, as outlined in the Article I, Section 1. of the Bylaws. All written requests for excusal will be considered by the Board of Directors. If applicable, any difference in dues will be forfeited.

ARTICLE III Directors and Officers

SECTION 1. Number

The authorized number of Directors shall be five (5), unless changed by amendment to these Bylaws.

SECTION 2. Board of Directors

The Board shall be comprised of four (4) Officers and one (1) Director, all of whom shall be voting members in Good Standing and meet other requirements of membership and all of whom shall be elected for a two (2)-year term at the Club's annual meeting as provided in Article IV and shall serve until their successors are seated.

General management of the Club's affairs is entrusted to the Board.

SECTION 3. Officers and Directors

The Club's officers, consisting of the President, Vice President, Secretary, and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- 1) The President shall preside at all meetings of the Club and of the Board and shall have the duties and powers normally attached to the office of President in addition to those particularly specified in these bylaws.
- 2) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, resignation, absence or incapacity.
- 3) 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; shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club and carry out such other duties as are prescribed in these bylaws.

- 4) The Treasurer shall collect and receive all monies due or belonging to the Club. Monies 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 meeting on the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year.

The Club's Director, consisting of one (1) seat, shall have equal responsibility for decisions and actions of the Board. The Director attends and participates in Board meetings and votes on all issues decided by the Board. Additional duties may be assigned by the President of the Boar to the Director.

SECTION 4. Term Limits

No Board Member shall serve more than two (2) terms (for a total of four years) sequentially in the same capacity.

SECTION 5. Vacancies

Any vacancies occurring on the Board or among the Officers shall be filled for the remainder of the position's term by a majority vote of the Board at the next Regular or Special meeting of the Board after the creation of such vacancy. However, a vacancy in the office of President shall automatically be filled by the Vice President for the remainder of the term, and the resulting vacancy of the office of Vice President shall be filled by the Board.

ARTICLE IV

The Club's Fiscal Year, Annual Meeting, Elections, Official Year

SECTION 1. Club Fiscal Year

The Club 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 in the month of June, at which the appropriate Officers and Directors, as outlined in Article III, Section 3 for the ensuing year, shall be elected by secret ballot from among those nominated in accordance with Section 3 of this Article.

SECTION 3. Nominations

- 1) The Board will announce to the General Membership the positions available for election at least sixty (60) days before the date of the Annual Meeting and will invite members to submit nominations. Any eligible member can nominate themselves.
- 2) A Nominating Committee may be formed at the request of the Board at any time to look for candidates as outlined in Article V, Section 4. Candidates should be willing to serve if elected.
- 3) All nominations shall be received at least fifteen (15) days before the annual meeting. Nominations should be announced promptly to the General Membership by the Board.
- 4) Candidates must have been voting-eligible Club members in Good Standing prior to the nomination date and must continue to be voting members in Good Standing to be elected to or hold office in the Club. Nominations cannot be made at the annual meeting.
- 5) If no nominating committee is established, and there is, for whatever reason, a vacancy on the slate of nominees, it shall be the duty of the Board to nominate a candidate for the position.

SECTION 4. Elections

- 1) The Secretary shall send electronically or by USPS, the slate of nominees to each Club member eligible to vote.
- 2) At the Annual meeting, the nominated candidate for each open position receiving the greatest number of votes shall be declared elected. If running unopposed, the candidates shall be declared elected and no balloting will be required. Only ballots received by the conclusion of the Annual Meeting shall be counted.
- 3) The newly elected Directors shall be seated in office the first day of August of the year in which the election is held. Each retiring officer shall turn over to the successor in office all properties and records relating to that office no less than two (2) weeks before the start of the new term.

SECTION 5. Club's Official Year

The Club's Official Year shall begin immediately following the seating of the new Board members elected at the Annual meeting and shall continue through the seating of the new Board members following the election at the next annual meeting.

ARTICLE V Committees

SECTION 1. Standing Committees

The Board may appoint standing committees each year to advance the work of the Club. Such committees shall always be subject to the final authority of the Board.

SECTION 2. Committee Termination

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.

SECTION 3. Special Committees

The Board may also appoint Special Committees to accomplish a specific objective. Such committees shall always be subject to the final authority of the Board.

A Special Committee shall serve until the objective in its charter is achieved. Whether the objective is achieved or not, the Board may appoint new or replacement committee members, or terminate the committee by majority vote of the full membership of the Board.

SECTION 4. Nominating Committee

The Board may appoint a Nominating Committee consisting of three members none of which can be a current member of the Board. The Board shall name a Chair for the Committee and it shall be such person's duty to call a Committee meeting. The Secretary shall notify all Club members as to the membership of the Nominating Committee and shall invite them to submit nominations to the Nominating Committee. A date must be specified for the receipt of such additional nominations made.

- 1) The Committee will create a slate of candidates with at least one eligible nominee for each open office and position on the Board, and shall procure the acceptance of each nominee so chosen. The Committee shall report their nominations to the Secretary in writing. No person may be a candidate for more than one

position. The Nominating Committee shall return its slate to the Board at least fifteen (15) days before the Annual Meeting or at such time as the Board may set.

- 2) If at any time following the selection of candidates by the Nominating Committee there is no nominee for an office for any reason, it shall be the duty of the Board to nominate a candidate for the position.
- 3) Upon receipt of the Nominating Committee's slate, the Secretary shall notify the General Membership electronically or in writing a list of candidates so nominated.
- 4) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE VI

Discipline

SECTION 1. Suspension

A member may be suspended, or his or her membership may be terminated, based on a good faith determination by the Board, as described in this Section, that the member failed to observe this club's code of conduct, or has engaged in conduct prejudicial to this club's purposes and interests.

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

In addition, the Board can vote to suspend a member from all club activities if a member is no longer a member in Good Standing as set in Article I, Section 1 of these Bylaws.

SECTION 2. Charges

An individual member may bring charges against another individual member for alleged misconduct prejudicial to the best interests of the Club. Written charges must be stated with particularity and specificity and must be filed with the Secretary.

The Secretary shall promptly send a copy of the charges to each member of the Board.

The Board may dismiss the charges if a majority of the Board considers that the allegations, if proven, would not constitute conduct prejudicial to the best interests of the club.

If, after due consideration, the Board determines that the allegations, if proven, would constitute prejudicial conduct, the Board shall investigate the allegations. The investigation shall include interviews with both members by the Board.

SECTION 3. Board Hearing

After the investigation, the Board shall convene a special Board meeting to consider the evidence. After considering all of the evidence, the Board shall deliberate on the charges, which may be sustained only by a majority vote of the Directors present. The Board may sustain any or all of the charges. Upon sustaining any charge, the Board shall impose an appropriate sanction, which may range from suspension from the club for a period of time, to expulsion.

SECTION 4. Suspension and Expulsion

The Board shall give the member at least 15 days prior notice of the proposed suspension or expulsion and the reasons for the proposed suspension or expulsion. Notice shall be given by any method reasonably calculated to provide actual notice. If notice is given by mail, it will be sent by first-class or registered mail to the member's last address as shown in Club records.

The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or expulsion should occur. The Board's findings and decision shall be written and filed with the Secretary within three (3) days of the Board's final decision on the complaint.

ARTICLE VII Amendments

SECTION 1. Proposed Amendments

Amendments to the Constitution and Bylaws may be proposed by a majority of the Board or by a written petition addressed to the Secretary signed by 20 percent of the General Membership in Good Standing and eligible to vote. Amendments proposed by such a petition shall be promptly considered by the Board 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. AKC Review of Proposed Amendments

Prior to having the Club membership vote, the Board should submit proposed Constitution and Bylaw amendments to AKC for review, to avoid voting on amendments which may not be acceptable. AKC reviews Bylaw amendments for all Clubs upon receipt of a written request signed by a Club officer, Board member, or Club-designated Bylaw Chair. If deemed acceptable by AKC, the proposed amendments can be presented to Club members for a vote. If deemed unacceptable by AKC, the Board will reevaluate the amendments to address AKC's concerns.

SECTION 3. Club Vote of Proposed Amendments

The Constitution and Bylaws may be amended by a 2/3 secret ballot of the Club Members present and eligible to vote at any General or Special meeting called for that purpose, provided a quorum has been met and the proposed amendments have been included in the notice of the meeting and sent electronically or via USPS mail to each member at least two (2) weeks prior to the date of the meeting.

After proposed amendments are voted upon, the Club must provide the AKC with the changes to the Bylaws in accordance with the AKC's current policy on amending a club's Constitution and Bylaws.

ARTICLE VIII Dissolution

SECTION 1. Dissolution

The Club may be dissolved at any time by the written consent of not less than $\frac{2}{3}$ of the voting-eligible Membership in Good Standing.

- 1) 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.
- 2) Upon dissolution and after payment of the debts and liabilities of the Club, its property, and assets shall be distributed to a nonprofit organization that is organized and operated exclusively for either charitable or social welfare purposes, having established tax exempt status as a Section 501.c(3) nonprofit, for the benefit of dogs, preferably to a scent work organization that sponsors events open to all dogs unless otherwise prohibited by State Law.

ARTICLE IX

Parliamentary Authority

SECTION 1. Parliamentary Authority

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.