

SOUTHERN CALIFORNIA SCHUTZHUND CLUB, INC.

CONSTITUTION & BYLAWS

ARTICLE I

NAME & OBJECTIVES

Section 1 The name of the Club shall be the Southern California Schutzhund Club, Inc.

Section 2 The objectives of the Club shall be:

- a) To encourage and promote the training of working dogs and do all possible to bring their natural qualities to perfection.
- b) To do all in its power to protect and advance the interest of the working aspects of dog breeds by encouraging sportsmanlike competition at trials and shows.
- c) To conduct trials under the rules of the National and/or International Organization involved.

Section 3 Limitations: The Club shall not be conducted 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.

ARTICLE II

MEMBERSHIP

Section 1 Eligibility: There shall be one type of paid membership, open to all persons whose eligibility shall be determined by the Board of Directors. Additionally, there shall be an "Honorary" membership status awarded at the discretion of the Board of Directors, reaffirmed each calendar year unless specified otherwise. Honorary members are not required to pay annual dues and are not eligible to vote or to hold a position on the Board of Directors.

Section 2 Dues: First year annual membership dues as set by Resolution by the Board of Directors. Each year thereafter: each member will pay the annual dues as set by Resolution by the Board of Directors.

The dues will be payable on or before the first day of January of each year. During the month of November, the Secretary shall send a statement of dues to each member for the ensuing year.

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 these Constitution and By-Laws. The application shall state the name, address, and phone number of the applicant, and that the applicant will abide by the liability section of these By-Laws. The application shall also carry the endorsement of two Club Members in good standing. The applicant shall submit the dues payment for the current year with the application for membership.

All applications are to be filed with the Secretary. Election to membership will be accomplished in the following manner:

- a) The applicant must be present at the First Meeting: presentation of application to the membership.
- b) Applicant must attend seventy-five percent of the training sessions during his/her 90-day probationary period to remain eligible for membership. The 75% attendance requirement may be waived at the Board's discretion. An approval of two-thirds of the Board is needed.
- c) After 90-Days: Voting by the membership on applicant, by the use of written secret ballot, with an affirmative vote of two-thirds of the present members who are in good standing.

Applications for membership that have been rejected by the Club may not re-apply within six months after such rejection.

Section 4 Requirements for Training: Each member shall assume the responsibility to have personal liability insurance in the amount of at least \$100,000. Proof of liability insurance and current rabies vaccination must be filed with the Club Secretary.

Section 5 Termination of membership: Membership may be terminated:

- a) By Resignation. Any member may resign from the Club upon written notice to the Secretary; however, no member may resign when in debt to the Club and they become incurred on the first day of each fiscal year.
- b) By Lapsing: A member will be considered as lapsed and automatically terminated if such a member's dues remain unpaid on January 1st of any given year.
- c) By Expulsion. A membership may be terminated by expulsion as provided in Article VII of these Constitution and By-Laws.

ARTICLE III

MEETINGS AND VOTING

Section 1 Club Meetings: Meetings of the Club shall be held not less than Quarterly at such time and place as determined by Resolution of the Board of Directors. Written notice of each such meeting shall be communicated by the Secretary at least seven days prior to the date of the meeting. The quorum for such meetings shall be 60% of the members in good standing.

Section 2 Special Club Meetings: Special Club Meetings may be called by the President, or by a majority vote of the 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 members of the club who are in good standing. Such special meetings shall be held in a place and hour as the Board of Directors may specify. Written notice of such a meeting shall be communicated by the Secretary at least five days prior to the date of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 60% of the members in good standing.

Section 3 Board Meetings: Meeting of the Board of Directors shall be held in conjunction with the Club meeting at such time and place as specified by Resolution by the Board. Written notice of such meetings shall be communicated by the Secretary at least seven days prior to the date of the meeting. The quorum of such a meeting shall be a majority of the Board in good standing.

Section 4 Special Board Meeting: Special Board Meetings of the Board may be called by the President. Special meetings of the Board may be called by the Secretary upon written request signed by a least three members of the Board. Such special meetings shall be held at such time and place as may be designated by the person authorized to call such a meeting. Written notice shall be communicated by the Secretary at least five days prior to the date of the meeting, or by immediate verbal notification. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum at such meetings shall be a majority of the Board in good standing.

Section 5 Voting: In no case may a person be entitled to vote, be elected, or be appointed to any position, who is not a Club member in good standing.

A member in good standing is a member who:

- a) Is current on their dues.
- b) Who is not suspended by the Club.
- c) Who has attended twenty-five percent of the scheduled meetings. A meeting in progress will not be considered in the calculation.

d) Who has attended forty-five percent of the training sessions, over the previous 6-month period.

Proxy voting will not be permitted.

Section 6 Communication: At the Board's discretion, announcements about Club meetings and day to day club business may be communicated via current electronic technology. The Board will inform the membership which method is to be used. It is the responsibility of each member to provide the Club Secretary with a current email address that they use on a regular basis. If a Club member does not have access to the preferred electronic communication, it is the member's responsibility to provide the Club Secretary with an alternate means of communication. All club members must provide the Secretary with a current location to reliably receive mail via USPS or other similar service.

Section 7 Attendance: The Board of Directors will determine the best method to calculate attendance for training sessions and scheduled meetings. It is the responsibility of each member to use the provided method to prove their attendance in order to remain in good standing, vote and hold office.

ARTICLE IV

DIRECTORS AND OFFICERS

Section 1 Board of Directors: The Board shall consist of the President, Vice-President, Secretary, Treasurer and one other Board member, all of whom shall be members in good standing who are residents of the United States. They shall be elected for one year terms at the Club's annual meeting as provided in Article V.

A Board member may not import dogs to other Club Members for a profit, or be paid a commission on dogs sold to members.

The Board of Directors may not authorize the payment of any check over the amount of four hundred dollars (\$400) without the approval of the General Membership.

Section 2 Officers: 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. Officers may not hold the same elected office for more than two consecutive years.

- a) The President shall preside at all meetings of the Club and of the Board, and shall perform the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Constitution and By-Laws.
- 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 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 He/she shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership as soon as possible, notify officers and directors of their election to office as soon as possible, keep a roll of members of the Club with their addresses, provide new applicants with a copy of the Club Constitution and By-Laws and Standing Rules as soon as possible, and carry out other duties as prescribed in these Constitution and By-Laws.
- d) The Treasurer shall collect and receive all monies due to and belonging to the Club. S/he shall deposit the same in a bank satisfactory to the Board, in the name of the Club. The books shall be open at all times to inspection to the Board, to be filed with the Secretary, at every monthly Board meeting stating the condition of the Club's finances and every item of receipt or payment not before reported, and at the annual meeting she/he shall render an account of all monies received and expended during the previous fiscal year. The Treasurer may be bonded in such amount as the Board may determine.

The Books may be audited any time by request of the Board, but at least in accordance with California law.

- e) The remaining Board member will be considered a General Board Member. S/he shall be available to assist other Board members, or undertake other significant business on behalf of the organization.

Section 3

Vacancies: Any vacancies occurring on the Board during the year may be filled for the unexpired term of office by a majority vote of all the members of the Board.

Any Board Member who misses three consecutive Board Meetings without previously contacting the Board automatically relinquishes his or her position.

Any Board Member who takes office on the Board of any other Schutzhund Club shall automatically relinquish his or her position on the Board.

ARTICLE V

THE CLUB YEAR, ANNUAL MEETINGS, ELECTIONS

Section 1 Club Year: The Club's fiscal year shall begin on the first day of January and end on the 31st day of December.

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 January at which directors and officers for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 3 and 4 of this article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 20 days after the election.

Section 3 Nominations: No person may be a candidate in the Club election who has not been nominated. During the month of October, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his/her duty to call a committee meeting which shall be held on or before November 15th.

- a) The Committee may nominate one candidate for each office and Director position on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing. The Nominating Committee's report shall include the names of those nominated for each position, and their acceptance or refusal.
- b) Upon receipt of the Nomination Committee's report, the Secretary shall include in the December Meeting Notice the names of those candidates so nominated.
- c) Additional nominations may be made at the December meeting by any member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one office position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- d) Nominations cannot be made at the annual meeting or in any other manner other than as provided in this section.

Section 4 Nominations from the floor: Additional nominations may be made at the December meeting by any member having attendance at the December meeting provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not a candidate for more than one position, and the additional nomination which are provided for herein may be made only from among those members who have already given a decision to the Nominating Committee for that specified position.

a) Nominations for Officers will be conducted first. At least one person must be nominated for the Offices of President, Vice-President, Secretary, and Treasurer, either from the Nominating Committee or from the Floor before the nominations for that Office may be closed.

b) After all nominations for Officers are closed, nominations will be taken for the additional Director.

Section 5 Elections: The nominated candidate receiving the greatest number of votes for each position shall be declared elected.

ARTICLE VI

COMMITTEES

Section 1 The Board may each year appoint Standing Committees to advance the work of the Club in such matters as trials and 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 also be appointed by the Board to aid it on 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 have been terminated.

ARTICLE VII

DISCIPLINE

- Section 1 Any member who is suspended from the privileges of the National Organization, shall automatically be suspended from this Club for a like period of time.
- Section 2 Charges: Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50.00 which shall be forfeited if such charges are not sustained. The Secretary shall promptly notify the Board which shall meet and fix a date of a Board Hearing not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered/signed receipt mail together with a notice of hearing and an assurance that the defendant may personally appear in his own defense and bring witness if he wishes.
- Section 3 Board Hearing: Both complainant and defendant shall be treated uniformly. 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 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 considers the Board's recommendations. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any. The defendant has the privilege to accept the Board's decision or to bring his case to the General Membership.
- 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 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 his own behalf, though no new 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 own behalf if he wishes. The meeting shall then vote by secret ballot (written) on the proposed expulsion. A vote of two-thirds 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 VIII

AMENDMENTS

- Section 1 Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 60% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.
- Section 2 The Constitution and By-Laws may be amended by a two-thirds vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and delivered to each member at least two weeks prior to the date of the meeting.

ARTICLE IX

STANDING RULES

- Section 1
- a) The Standing Rules shall be made, amended, or revoked by Resolution of the Board of Directors. A majority vote of the Board is required to make, amend, or revoke a Standing Rule if no prior notice of such considered action is given. Otherwise, a majority of the present and voting members of the Board is sufficient to pass a Standing Rule.
 - b) The Board shall report to the membership any Standing Rules that are made, amended, or revoked as soon as possible after such action has been taken.
 - c) The membership has the prerogative to veto the action of the Board as it pertains to making, amending, or revoking of Standing Rules. A two-thirds majority of the membership present and voting and in good standing is required to pass a veto.
 - d) Standing Rules may be proposed to the Board by written petition addressed to the Secretary by 20% of the membership in good standing.

The Secretary will present the petition to the Board at the next scheduled Board Meeting; at which time the Board will act on the petition. However, a petition may be presented verbally at any regular monthly Club meeting if 20% of the members present and in good standing request it, provided that the text of the petition is submitted to the Secretary at the time. The petition will be considered by the Board at the next Board meeting and will be acted upon as set forth in paragraphs "a" and "b" of this Article.

ARTICLE X

DISSOLUTION

Section 1 The Club may be dissolved at any time by the written consent of not less than two-thirds of the members. In the event of the dissolution of the Club, whether voluntary or involuntary, or by the operating of the law, none of the property of the Club shall be distributed to any members of the Club nor any proceeds thereof nor any assets of the club shall be distributed to any members of the Club but after payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs, selected by the Board of Directors and recognized by the Internal Revenue Service of the United States and the Franchise Tax Board of the State of California.

ARTICLE XI

ORDER OF BUSINESS

Section 1 At 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:

- Minutes of the Last Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Roll Call
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

Section 2 At meeting of the Board, the order of business unless otherwise directed by majority of those present, shall be as follows:

- Minutes of Last Meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

BOARD OF DIRECTORS' RESOLUTIONS

Resolution 1 Any mention of complying with Constitution and By-Laws of a National Organization are made with reservation of the present membership accepting such an Organization when and if it is organized.

Resolution 2 These By-Laws and Constitution are written taking into account as many factors as possible to abide by the State of California law, except for a seal, which is optional, naming the officers of the Club – address, etc., duration of the club's existence addresses and names of the members at present, in order to Incorporate the Club in the State of California. Also the paper of agreement of the members to incorporate, to designate the Secretary of State of California as agent of the Corporation and that the State requires that changes necessary to comply with the State law requirements – that these By-Laws and Constitution must be so amended. Adding these things to the above, the Club could very well comply with State law to Incorporate.

APPROVED:

Special Bylaws Meeting
December 11, 2008