

# **THE OBEDIENCE CLUB OF SAN DIEGO COUNTY, INC**

## **CONSTITUTION AND BYLAWS OF**

### **THE OBEDIENCE CLUB OF SAN DIEGO COUNTY, INC.**

**These Bylaws are subject to and governed by the State of California, a nonprofit corporation 501 c7. Mutual Benefit Corporation, Laws, and Articles of Incorporation of The Obedience Club of San Diego County, Inc. In the Event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the State of California, nonprofit corporation laws, the State of California, nonprofit act will be controlling.**

**SECTION 1.** The name of the Club shall be “The Obedience Club of San Diego County, Inc.” (OCSDC). Formerly known as “Obedience Club of San Diego County” (OCSDC)

**SECTION 2.** The objectives of the Club shall be:

- a.** to do all in its power to protect and advance the interest of all breeds of dogs and to encourage sportsmanlike competition at dog shows, performance events, companion events, and any other event for which the club is eligible-
- b.** to conduct sanctioned matches, licensed obedience trials, rally trials and other performance or companion events under the Rules and Regulations of The American Kennel Club.
- c.** to promote the training of dogs and their owners and responsible ownership of all dogs through the Canine Good Citizen program.

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

## **THE OBEDIENCE CLUB OF SAN DIEGO COUNTY, INC.**

### **BYLAWS**

#### **ARTICLE I – MEMBERSHIP ELIGIBILITY.**

**Section 1. Eligibility.** There shall be the following types of membership. All memberships are open to persons who are in good standing with The American Kennel Club and who subscribe to the purposes of this club.

- A. Regular Membership.** Open to individuals that have gone through an Associate Membership and have petitioned to join as a Regular Member and have been accepted by the majority vote of the Board of Directors or go through the process Article 1. Section 3, B. Regular members shall include all the privileges of the club and are entitled to one vote. Lapsed Regular Members that desire to reapply can go directly to applying for Regular Membership.
- B. Family Membership.** Open to all people living within a family or domicile residence together with the primary membership applicant. The Family Membership dues will be higher than the Regular membership. The Family Membership will allow up to two (2) votes per Family Membership.

- C. Associate Membership.** Open to new members of the club for a period of four months and shall include all the privileges of the club except voting. After completing an Associate Membership, they may apply for Regular Membership.
- D. Lifetime Membership.** Open to members that have been members of the OCSDC for at least 20 years and have dedicated their support through volunteering most of those years. A Lifetime Membership to recognize those members' dedication and support to the Club. A Lifetime member is entitled to one vote.
- E. Junior membership** – Open to those under 18 years of age. Junior membership shall include all the privileges of the Club except voting.

## **SECTION 2. DUES.**

**A. Annual Membership Dues** shall be established by the Board of Directors annually by October 15, for each membership category. Dues shall be due and payable on or before January 1 each year. No member may vote or be eligible to earn or to receive Club awards whose dues are not paid for the current year. During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year. Regular mail or electronic options for sending the statement and payment of dues are permissible. People becoming new members after October one (1) shall be required to pay the established dues, and dues paid will be construed to include and cover the following year.

## **SECTION 3. ELECTION TO MEMBERSHIP.**

**A. Each applicant for membership** shall apply on a form approved by the Board of Directors which shall provide that the applicant agrees to abide by the Club's Constitution and Bylaws and the Rules of The American Kennel Club. The prospective member shall submit dues payment for the current year with his/her application. All applications are filed by in person, online or emailed to the membership chair. At the next Board meeting the application will be voted upon. All applications for Regular Membership must be approved by a majority vote of the Board of Directors. Any applications that are rejected will be refunded dues paid.

**B. The Board of Directors may**, at their option by a majority vote, admit an applicant into Regular Membership without going through the four-month Associate Membership, provided said applicant pays both the associate and regular dues as provided for in the Bylaws.

**C. Applicants for membership** who have been rejected. may not reapply within six months after such rejection.

## **SECTION 4. TERMINATION OF MEMBERSHIP.** Memberships 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. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.

**B. Lapsing.** Membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.

**C. Expulsion.** A membership may be terminated by expulsion as provided in Article VI of these bylaws.

## **ARTICLE II – MEETINGS & VOTING**

**SECTION 1. CLUB MEETINGS.** Regular meetings of the Club shall be held in the greater San Diego area at least six (6) times every year at such hour and place as may be designated by the Board of Directors. Written notice of each meeting shall be e-mailed and/or mailed at least seven (7) days prior to the date of the meeting. Notice may be included in the Club's newsletter, provided it is mailed at least seven (7) days prior to the meeting date. The quorum for such a meeting shall be a majority of the Club's membership in attendance.

**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 meetings of the Board and shall be called 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 the Club's area at such places, dates and time as may be designated by the person or persons authorized herein to call such meetings. Methods of meeting may be as follows; electronic, virtual, teleconference or methods as may be developed in accordance as may be designated by the Board. Written notice of such a meeting shall be emailed and/or mailed first class by the Secretary at least five (5) days and not more than fifteen (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 a majority of the Club's membership in attendance.

**SECTION 3. BOARD MEETINGS.** Meetings of the Board of Directors shall be held each month in the Club's area at such an hour and place as may be designated by the Board. Written notice of each such meeting shall be emailed and/or mailed by the President at least seven (7) ten prior to the date of the meeting. No notice of the meetings need to be sent if the meetings are scheduled at the same date and time every time. For example, Second Monday, 6:30pm of every month. The quorum for such a meeting shall be a majority of the Board. Board business can also be conducted by telephone conference calls. Proxy voting will not be permitted at any board meeting

**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 at least three members of the Board. Such special meetings shall be held in the Club's area at such places, date and hour or such as electronic, virtual, teleconference or methods as may be developed as may be designated by the person authorized to call such a meeting. Written notice of such meetings shall be emailed and/or mailed by the Secretary at least five (5) days and not more than ten (10) 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. The quorum for such a meeting shall be a majority of the Board.

**SECTION 5. VOTING.** Each 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 he is present. Proxy voting will not be permitted at any Club meeting or election.

## **ARTICLE III – DIRECTORS & OFFICERS**

**SECTION 1. BOARD OF DIRECTORS.** The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and three (3) other persons all of whom shall be members in good standing of The Obedience Club of San Diego, Inc., and shall be elected for one-year terms as provided in Article IV. Termed out Presidents may run for any other officer position except for Vice-President. and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

**SECTION 2. OFFICERS.** The Club's officers, consisting of the President, Vice President, Secretary, and Treasurer shall serve in their respective capacities both regarding 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 appurtenant to the office of the President in addition to those particularly specified in these by-laws.

2. **The Vice-President** shall have the duties and exercise the powers of the President in case of the President's death, 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. The Secretary must keep an up-to-date copy of the Club Constitution and carry out such other duties as are prescribed in these bylaws. The Secretary shall have charge of the correspondence of the club, shall keep a complete file of copies of all club correspondence, shall keep a complete list in chronological order of necessary correspondence regarding annual matters and the holding of licensed trials and carry out other duties as are prescribed in these by-laws.

4. **The Treasurer** shall collect and receive all monies due or belonging to the Club. He or she shall deposit the same in a bank designated by the Board, in the name of the Club. His or her books shall be at all times open to inspection by the Board, and he or she shall report to them at every meeting the condition of the Clubs' finances and every item or receipt or payment not before reported, and at the Annual Meeting he or she shall render an account of all monies received and expended during the current fiscal year January through December. No later than January 31 the treasurer shall provide a final account of all monies received and expended for the previous fiscal year. The Treasurer shall be bonded in such amounts as the Board of Directors shall determine.

**SECTION 3. VACANCIES.** Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all members of the Board at its first regular meeting following the creation of such vacancy, and a volunteer is found for the position, or at a Special Board Meeting called for that purpose; except that 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 – CLUB YEAR, ANNUAL MEETING & ELECTIONS**

**SECTION 1. CLUB YEAR.** The Club's financial/fiscal year shall begin on the first day of October and end on the last day of September. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting in September 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 September, at which officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election at the annual meeting, and each retiring officer shall turn over to his or her successor in the office all properties and records relating to that office within 30 days after the election.

**SECTION 3. ELECTIONS.** Voting for Officers and Board of Directors will be held in the month of September at which time 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. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for other positions of the Board who receive the greatest number of votes for such positions shall be declared elected. If there is no opposition to the slate put forward by the Nominating Committee, no vote is necessary, and the slate is duly elected.

**SECTION 4. NOMINATIONS.** No person may be a candidate in a Club election who has not been nominated. During the month of July, the Board shall select a Nominating Committee consisting of three members, not more than one of whom may be a member of the Board. The Board shall name a Chairman for the Committee, and it shall be his or her duty to call a committee meeting which shall be held before the third Wednesday in August.

**A.** The Committee shall nominate one candidate for each office, and three (3) candidates for the three (3) other positions on the Board, and after securing the consent of each person nominated, shall immediately report their nominations in writing to the Secretary.

**B.** Upon receipt of the Nominating Committee's report, the Secretary shall, before the third Wednesday in August, notify each member in writing of the candidate so nominated.

**C.** Additional nominations may be made at the August general meeting by any member in attendance, provided that the person so nominated accepts when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his or her proposer shall present a written statement to the Secretary from the proposed candidate signifying his or her 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 after the August meeting, or in any manner other than as provided in this Section.

## **ARTICLE V – COMMITTEES**

**SECTION 1.** The Board may each year appoint standing committees to advance the work of the Club. in such matters as dog shows, obedience trials, rally trials, field trials, trophies, annual awards, membership, and other areas 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.** Any committee appointment may be terminated by a majority vote of the Board upon written notice to the appointee; and the Board may appoint successors to those people whose services have been terminated.

## **ARTICLE VI – 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 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 interests of the Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three (3) weeks, nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail, together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she 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 sustained after hearing all the evidence and testimony presented by the 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 6 months from the date of the hearing. And, if the Board deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such a case, the suspension shall not restrict the defendant's right to appear before his or her fellow 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 Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

**SECTION 4. EXPULSION.** The 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 sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation. The defendant shall have the privilege of appearing on his or her 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 or her own behalf if he or she wishes. The members shall then vote by secret written ballot on the proposed expulsion. A two thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

## **ARTICLE VII - AMENDMENTS**

**SECTION 1. Amendments to the constitution and by-laws** may be proposed by the Board of Directors or by a written petition addressed to the Secretary signed by a member 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 by-laws** may be amended by a 2/3 secret vote of the members present and voting at any regular or special meeting called for the purpose. The proposed amendments shall be included in the notice of the meeting and provided to each member at least 2 weeks prior to the date of the meeting.

## **ARTICLE VIII – DISSOLUTION**

**SECTION 1. DISSOLUTION.** The Club may be dissolved at any time with the written consent of not less than two thirds (2/3) of the members in good standing. In the event of the dissolution of the Club, other than for 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; but after payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

## **ARTICLE IX – ORDER OF BUSINESS**

**SECTION 1.** At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

**Call to Order**

**Roll Call**

**Minutes of last meeting**

**Report of President**

**Report of the Vice President**

**Report of Recording Secretary**

**Report of the Treasurer**

**Report of Corresponding Secretary**

**Report of Training Director**

**Report of Membership**

**Report of Committees**

**Election of Officers/Board (at Annual Meeting)**

**Election of new members**

**Unfinished Business**

**New Business**

**Adjournment**

**SECTION 2.** At meetings of the Board, the order of business, unless otherwise directed by a majority of vote of those present, shall be as follows:

**Call to Order**

**Minutes of last meeting**

**Report of President**

**Report of Vice President**

**Report of Recording Secretary**

**Report of Treasurer**

**Report of Corresponding Secretary**

**Report of Training Director**

**Report of Membership**

**Report of Committees**

**Unfinished Business**

**New Business**

**Adjournment**

## **ARTICLE XI – PARLIAMENTARY AUTHORITY**

**SECTION 1.** 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 by-laws and any other special rules of order the Club may adopt.