

MONTEREY BAY AREA SCENT WORK CLUB, INC.

BYLAWS

**ARTICLE I
NAME AND OBJECTIVES**

Section 1. Name.

The name of the Club shall be the **MONTEREY BAY AREA SCENT WORK CLUB, INC.**, hereinafter referred to as the "Club."

Section 2. Objectives.

The objectives of the Club shall be:

- a. To promote the common good by sponsoring activities which support the human canine bond;
- b. To bring about social improvements by advancing awareness of the physical and mental health benefits derived from human interactions with canines;
- c. To foster deeper appreciation of canine behavior, abilities, and gifts;
- d. To introduce the sport of canine scent work to the public and to select members of the community, for example: animal welfare organization volunteers, residents of assisted living facilities, youth enrolled in summer or after-school programs;
- e. To conduct sanctioned trials and any other events for which the Club is eligible under the Rules and Regulations of the American Kennel Club;
- f. To promote the training of pure-bred dogs and all-American dogs;
- g. To promote cooperation and good sportsmanship among its members in the training and exhibition of dogs.

Section 3. Non-Profit Status.

The Club shall not be conducted nor operated 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.

Section 4. Revisions.

The members in good standing of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objectives.

**ARTICLE II
MEMBERSHIP**

Section 1. Eligibility.

There shall be four types of membership open to those who subscribe to the purposes of this Club.

- a. Individual Membership is open to all persons 18 years of age or older. An Individual member pays dues, has one vote, may hold an elected office, and has all the normal duties, obligations, and responsibilities of a member in good standing of the Club.

- b. Family Membership is open to all families. A family comprises such persons as habitually reside under one roof and form one domestic unit. A Family member pays dues, has one vote each for up to two members, may hold an elected office, and has all the normal duties, obligations, and responsibilities of a member in good standing of the Club. Age restrictions apply as provided in Article II, Section 2c.
- c. Junior Membership is open to all persons aged 9-17 and their membership converts to Individual membership upon reaching their 18th birthday. A Junior member pays dues, has no vote, may not make motions or hold office. Parental approval is required.
- d. Honorary Membership, subject to approval of the Board of Directors, may be awarded to those persons who have displayed significant service benefitting the Club's objectives. An Honorary member's acceptance is required. An Honorary member has one vote, but pays no dues as a member in good standing of the Club.
- e. While membership is unrestricted as to residence, the Club's primary purpose is to be representative of the dog owners and handlers in the general vicinity of the California Monterey Bay community, including the counties of Santa Cruz, Monterey, Santa Clara, and San Benito.
- f. No person may hold more than one membership.
- g. A member in good standing of the Club is not, as such, personally liable for the debts, liabilities, or obligations of the Club.
- h. Membership in the Club shall not vest in any member any distributions from the Club during the existence of the Club, but shall only entitle the member in good standing to vote at meetings of the members. Membership shall not be assignable *inter vivos* by any member in good standing, nor shall membership vest to any personal representative, heir, or devisee.

Section 2. **Dues.**

- a. Membership dues (Individual, Junior, and Family) shall be payable on or before the first day of January of each year. No member whose dues are delinquent may vote, conduct any official business, or hold office in the Club. During the month of November, the Treasurer shall send to each active member in good standing a notice of his or her dues for the following year.
- b. The amount of annual membership dues for each type of membership shall be a reasonable amount, not to exceed \$100, as established by the Board of Directors.

Section 3. **Election to Membership.**

- a. Each applicant for membership shall apply on a form as approved by the Board of Directors and shall provide that the applicant agrees to abide by these objectives and Bylaws. The application shall state the name, physical address, email address, and occupation of the applicant, and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.
- b. Applicants for membership may be elected to membership at the next Club meeting. An affirmative vote by 2/3rds of the members present and voting by secret ballot at that meeting shall be required to elect the applicant/s. At

- the direction of the Secretary, the Membership Chair shall notify each applicant of the outcome of Board of Directors vote within fifteen days.
- c. An applicant who has received a negative vote by the members may not reapply for membership for a period of not less than six months from the date of the negative vote. Upon denial of any application the submitted dues shall be refunded with the notice.

Section 4. Termination of Membership.

A membership may be terminated:

- a. **BY RESIGNATION OR DEATH.** Any member in good standing may resign from the Club upon written notice to the Secretary, but no resignation shall be accepted from any member who is in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred the first day of January of each calendar year. The death of any member terminates the membership.
- b. **BY LAPSING.** A membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid by the first day of March. In no case may a person whose dues are unpaid as of the date of any meeting be entitled to vote at that Club meeting, nor may he or she receive any Club information.
- c. **BY EXPULSION.** A membership may be terminated by expulsion as provided in Article VI of these Bylaws. At termination of membership the person must return all Club property. All persons wishing to rejoin the Club may re-apply for membership, no earlier than twelve months following such expulsion, as a new member as provided in Article II of these Bylaws.

**ARTICLE III
MEETINGS**

Section 1. Annual and Regular Meetings of the Club.

The annual meeting of the Club shall be held in November and five additional regular club meetings shall be held anywhere in the Club's approved territory--the greater Aptos, CA, area--at a date and hour designated by the Board of Directors. Electronic notice of the meetings shall be sent by the Secretary to each member in good standing at least twenty-one days prior to the date of the meeting. A quorum for the meetings of the Club shall be twenty percent of the members in good standing.

Section 2. Special Club Meetings.

Special Club Meetings may be called by the President, a majority of the members of the Board of Directors who are present at a meeting of the Board of Directors, or by a written petition signed by ten percent of the members in good standing of the Club. Such meeting shall be held at such place in or near Santa Cruz County, CA, at a date and hour as may be designated by the Board of Directors. Electronic notice of such meeting shall be sent by the Secretary at least ten days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business shall be transacted. The quorum for such special meeting shall

be twenty percent of the members in good standing.

Section 3. Board of Directors Meetings.

Regular Board of Directors meetings shall be held a minimum of six times per year in or around Santa Cruz County, CA, at such times, places and dates as designated by the Board of Directors, or they may be held by teleconference. Special meetings of the Board of Directors shall be held in or around Santa Cruz County, CA, at such times, places and dates as designated by the President or a majority of the Board of Directors, or they may be held by teleconference. Regular and Special meetings of the Board of Directors shall be held upon not less than five days' notice or given personally. The notice shall be addressed or delivered to each Director or at the Director's email address as it is shown upon the records of the Club or as may have been given to the Club by that Director for purpose of notice.

Section 4. Quorum for Board of Directors Meetings.

Except as otherwise provided herein, a majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the Directors in office shall constitute a quorum, provided such majority shall constitute either one third of the authorized number of Directors or at least two Directors, whichever is larger, or unless the authorized number of Directors is only one. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws, and the California Nonprofit Mutual Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

**ARTICLE IV
DIRECTORS, OFFICERS, AND COMMITTEES**

Section 1. Number of Directors.

The Club shall have seven Directors, who are residents of the United States, who have been members in good standing for a minimum of six months, and who shall be the Club President, Vice-President, Secretary, Treasurer, AKC Liaison, and two Directors at Large.

Section 2. Powers.

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and to any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this Club, the activities and affairs of the Club shall be conducted and all Club powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Duties.

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents of the Club;
- c. Supervise all agents of the Club to assure that their duties are performed properly;
- d. Meet, at their own expense, at such times and places as required by these Bylaws;
- e. Register their email addresses with the Secretary of the Club and notices of meetings sent to them at such addresses shall be valid notices thereof.

Section 4. Terms of Office.

Each Director shall hold office for a term of two years or until the next even-numbered year annual meeting of the Club for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies. There shall be no term limits. Each retiring Director shall turn over to his or her successor all properties and records relating to that position at the annual meeting of the Club.

Section 5. Number of Officers.

The Officers of the Club shall be the President, Vice-President, Secretary, and a Chief Financial Officer who shall be designated the Treasurer. As determined by the Board of Directors, the Club may also have Assistant Secretaries, Assistant Treasurers, or other Officers. Governance of the Club can not be transferred to individuals that are not elected.

Section 6. Qualification, Election, and Term of Office.

Any member, who is a resident of the United States and has been a member in good standing for a minimum of six months, may serve as an Officer of the Club. No member in good standing may hold more than one office. Officers shall be elected by the members in accordance with Article V of these Bylaws, and each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 7. Duties of President.

The President shall be the Chief Executive Officer of the Club and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Club and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Club, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President shall coordinate the various standing and/or special Committees.

Section 8. Duties of Vice-President.

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 9. Duties of Secretary.

The Secretary shall certify and keep at the principal office of the Club the original copy of these Bylaws as amended or otherwise altered to date. Keep at the principal office of the Club or at such other place as the Board of Directors may determine, a physical or electronic book of minutes of all meetings of the Directors and of members, and, if appropriate, meetings of Committees, recording therein the time and place of the meeting, whether regular or special, the names of those present at the meeting, and the proceedings thereof. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Be custodian of the records and of the seal of the Club and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Club under its seal is authorized by law or these Bylaws. Keep at the principal office of the Club a membership book, physical or electronic, containing the name and address of each member in good standing, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership terminated. Exhibit at all reasonable times to any Club Director, or to his or her agent or attorney, on request therefore, the Bylaws, the membership electronic records, and the minutes of the proceedings of the Directors of the Club. Communicate to the members minutes of meetings and voting results within ten days of the vote or meeting adjournment. Request an assistant or assistants to be approved by the Board of Directors. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 10. Duties of Treasurer.

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Club, and deposit all such funds in the name of the Club in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. Receive, and give receipt for, monies due and payable to the Club from any source whatsoever. Disburse, or cause to be disbursed, the funds of the Club as may be directed by the Board of Directors, taking proper vouchers for such disbursements. Keep and maintain adequate and correct accounts of the Club's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Exhibit at all reasonable times the books of account and financial records to any Director of the Club, or to his or her agent or attorney, on request therefor. Render to the President and Directors, at every meeting and whenever requested, an account of any or all of his or her transactions

as Treasurer and the financial condition of the Club. At the annual meeting, render an accounting of all moneys received and expended during the previous fiscal year. Be bonded in such amount as the Board of Directors shall determine, the expense of which to be paid by the Club. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. Request an assistant or assistants to be approved by the Board of Directors. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 11. **Executive Committee.**

The Board of Directors may, by a majority vote, designate two or more members in good standing (who may also be serving as Officers or Directors of the Club) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board of Directors in the management of the business and affairs of the Club, except with respect to:

- a. The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- b. The filling of vacancies on the Board of Directors or on any Committee which has the authority of the Board of Directors.
- c. The amendment or repeal of Bylaws or the adoption of new Bylaws.
- d. The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or able to be repealed.
- e. The appointment of Committees of the Board of Directors or the members thereof.
- f. The expenditure of Club funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- g. The approval of any transaction to which the Club is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its Directors currently in office, the Board of Directors may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two, the number of Executive Committee members, and fill vacancies therein from the members of the Club. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the Club's records, and report the same to the Board of Directors from time to time as the Board of Directors may require.

Section 12. **Other Committees.**

The Club shall have such other Committees as may from time to time be designated by resolution of the Board of Directors to advance the work of the Club in such matters as social activities, sanctioned trials, performance events, trophies, annual prizes, audit, nominating, membership, Bylaws, publicity, budget and finance, standards and education, web design and maintenance, grievance, scholarship, newsletter editing, etc. Such Committees may consist of members in

good standing. These additional Committees shall act in an advisory capacity only to the Board of Directors. Any Committee appointment may be terminated by a majority vote of the Board of Directors. Any appointee whose services are terminated shall receive written notice of termination. The Board of Directors may appoint successors to those persons whose services have been terminated.

ARTICLE V
THE CLUB YEAR
VOTING, ELECTIONS, NOMINATIONS, AND BALLOTS

Section 1. The Club Year.

The Club's year shall begin immediately at the conclusion of the annual meeting of the Club and shall continue through the next annual meeting of the Club. The Club's fiscal year shall begin on the first day of January and end on the last day of December.

Section 2. Voting.

At the annual meeting in November and at general membership meetings or at a special membership meeting, voting shall be limited to those members in good standing who are present at the meeting. Only the election of Officers, Directors, and amendments to the Articles of Incorporation and Bylaws shall be decided by a written ballot, except as otherwise provided herein. Voting by proxy shall not be permitted.

Section 3. Biannual Election.

In June, the President with the approval of the Board of Directors shall select a three-member special Committee including the Secretary plus two alternates to receive and count the ballots for the biannual election. The name of this Committee shall be known as "The Ballot Counting Committee." Committee members shall be members in good standing who are neither members of the current Board of Directors, with the exception of the Secretary, nor candidates on the ballot. The nominee receiving the largest number of votes for each position shall be declared elected. If any nominee at the time of the meeting is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided for in these Bylaws.

Section 4. Nomination and Ballots.

No person may be a candidate in a Club election who has not been a member in good standing for at least six months and nominated in accordance with these Bylaws. A Nominating Committee shall be chosen by the Board of Directors in June and this Committee shall consist of three members and two alternates, all members in good standing, not more than one of whom may be a member of the current Board of Directors. No two members being related or living in the same household may be permitted to serve on the Nominating Committee at the same time. The Board of Directors shall name a chairperson for the Committee and it shall be such person's duty to call a committee meeting which shall be held on or

before June 30. The Nominating Committee may conduct its business by email.

- a. The Nominating Committee shall nominate one candidate for each office and position on the Board and after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- b. Upon receipt of the Nominating Committee's report, and at least two weeks before the August club meeting, the Secretary shall notify in writing each club member of the candidates so nominated.
- c. Additional nominations may be made at the August club meeting by any club member in attendance provided that the person so nominated does not decline when their name is proposed, and provided further that, if the proposed candidate is not in attendance at this meeting, the proposer shall present the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.
- d. Mail balloting or written petition other than at a meeting is not approvable. Nominations **cannot** be made at the annual meeting or in any manner other than provided above.

ARTICLE VI **DISCIPLINE**

Section 1. AKC Suspension.

Any member who is suspended from any of the privileges of the AKC shall automatically and without recourse be suspended from the privileges of the Club on the same terms and conditions.

Section 2. Charges.

Any member in good standing may file charges against a member for alleged misconduct prejudicial to the best interest of the Club or the sport. Written charges with specifications shall be filed in duplicate with the Secretary together with a deposit of \$50.00, which shall be forfeited if such charges are not sustained by the Board of Directors or the Grievance Committee following a hearing. The Secretary shall promptly send a copy of the charges to each Director or present them at a Board of Directors meeting, and the Board of Directors shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or the sport. If the Board of Directors considers that the charges do not allege conduct that would be prejudicial to the best interest of the Club or the sport, it may refuse to entertain jurisdiction of the charges. If the Board of Directors entertains jurisdiction of the charges it shall fix a date of hearing by the Board of Directors or a Grievance Committee of not less than three members of the Board of Directors, 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 certified return receipt requested mail together with a notice of the hearing and an assurance that the accused may personally appear in his or her own defense and bring or present witnesses if he or she wishes.

Section 3. Board of Directors Hearing.

The Board of Directors shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained, after bearing all the evidence and testimony presented by the complainant and accused, the Board of Directors may, by a majority vote of the entire Board of Directors, reprimand or suspend the accused from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment is insufficient, it may also recommend to the membership that the punishment be expulsion. In such case, the suspension shall not restrict the accused person's or Club's right to appear before his or her fellow members at the next regular or special meeting of the Club to be held within 60 days but not less than 30 days after the date of the Board of Directors recommendation for expulsion where the recommendations of the Board of Directors shall be considered. Immediately after the Board of Directors has reached a decision, its findings shall be put in writing and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

Section 4. **Expulsion.**

Expulsion of a member of the Club may be accomplished at the next meeting of the Club following a hearing and upon the recommendation of the Board of Directors as provided in Section 3 of this Article. The accused shall have the privilege of appearing personally on his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the findings and the recommendations and shall invite the accused, if present, to speak on his or her own behalf. The membership shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those members in good standing present and voting at the meeting of the Club shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII
AMENDMENTS OF BYLAWS

Section 1. **Amendments.**

Subject to any provision of law applicable to the amendment of Bylaws of California Public Benefit Nonprofit Corporations, the Bylaws may be altered, amended, or repealed and new Bylaws adopted as follows:

- a. In writing, to the Secretary, proposed by any Director, or by 20% of the membership in good standing. Such proposed amendment shall be promptly considered by the Board of Directors who shall prepare written recommendations. The Board of Directors shall select a date for a special membership meeting and vote within three months of the date that the proposed amendment was received by the Secretary.
- b. The Secretary shall email to each member in good standing a copy of the proposed amendment, the Board of Directors recommendations, and the date for the special membership meeting at least 15 days prior to the meeting date. A favorable secret ballot vote of two-thirds of the members in good standing present shall be required to effect any such amendment.

ARTICLE VIII
DISSOLUTION

Section 1. **Dissolution.**

The Club may be dissolved at any time by the written vote of not less than two-thirds of the members in good standing. In the event of the dissolution of the Club, other than for the purpose of reorganization 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 canine welfare selected by the Board of Directors. To complete dissolution, the Club must obtain from the California Office of the Attorney General and file with the California Secretary of State a Dissolution Waiver as required by law.

ARTICLE IX
ORDER OF BUSINESS

Section 1. **Club Meetings.**

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:

- Roll Call
- Minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Committee Reports
- Election or Induction of Officers and Board of Directors (at Annual Meeting)
- Unfinished Business
- New Business
- Adjournment

Section 2. **Board of Directors Meetings.**

At meetings of the Board of Directors, order of business, unless otherwise directed by a majority vote of the Board of Directors, shall be as follows:

- Roll Call
- Minutes of the Last Board of Directors Meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of the Committee Coordinator (Vice-President)
- Election of New Members (as needed)
- Unfinished Business
- New Business
- Adjournment

ARTICLE X
PARLIAMENTARY AUTHORITY

Section 1. **Authority.**

The rules contained in the current edition of Robert's Rules of Order, Newly

June 27, 2018


Amended July 30, 2019

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.

CERTIFICATE OF CORRESPONDING SECRETARY

I, the undersigned, being the Corresponding Secretary of the **MONTEREY BAY AREA SCENT WORK CLUB, INC.**, do hereby certify that the above Bylaws were adopted as the Bylaws hereof on the 30th day of July, 2019, by the Board of Directors of said corporation and by the members. Said Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of July, 2019.



Wendy Spradlin
Corresponding Secretary