SAN LORENZO DOG TRAINING CLUB, INC.

CONSTITUTION
and
BYLAWS

Revised March 1, 1999
Standing Rules Revised September 9, 1996

CONSTITUTION

ARTICLE I
Name and Object of the Club

Section 1. The name of the Club shall be **"The San Lorenzo Dog Training Club, Inc."**

Section 2. The objects of the Club shall be to:

A. Promote the training of pure-bred dogs;

B. Disseminate knowledge regarding obedience training;

C. Conduct classes for the training of dogs and their handlers;

D. Encourage the training of judges;

E. Hold and support obedience trials, tracking tests, and sanctioned matches under the rules and regulations of the American Kennel Club;

F. Promote cooperation and good sportsmanship among its Members in the training and exhibition of dogs;

G. Lease, own, purchase, hold, and maintain real property of any and all kinds in the State of California to be used for any purpose consistent with the ultimate objectives of this organization.

ARTICLE II
Corporate Powers

Section 1. It is and shall remain a corporation, which does not contemplate pecuniary gain or profit to the Members, except that a Member may receive pay for the performance of a professional service for the Club as defined and limited by the action of the Membership. It shall have all powers that may be lawfully exercised by a nonprofit corporation, but shall engage primarily in conducting obedience training classes and dog shows under license and sanction of the American Kennel Club, and in allied activities related to such purposes.

ARTICLE III
Memberships

Section 1. There shall be of five (5) types of Memberships open to persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club:

A. Active
B. Associate
C. Junior
D. Honorary
E. Training

ARTICLE IV
Officers and Their Elections

Section 1. The Officers of the Corporation shall be:

A. President
B. Vice-President
C. Secretary
D. Treasurer

who shall be elected by the Membership and who shall hold office for one (1) year.

ARTICLE V
Meetings

Section 1. The San Lorenzo Dog Training Club, Inc. shall hold scheduled meetings throughout the year in the greater San Lorenzo area as herein provided in the Corporation Bylaws.

ARTICLE VI
Amendments

Section 1. This Constitution may be altered or amended as follows:

A. Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition, addressed to the Secretary, signed by twenty percent (20%) of the Membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the Members, with recommendations of the Board of Directors, for a vote within three (3) months of the date that the petition was received by the Secretary.

B. The Constitution and Bylaws may be amended by a two-thirds (2/3) vote of the Members present and voting at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each Member at least two (2) weeks prior to the date of the meeting.

C. A new revision of the Constitution or Bylaws follows the same procedures specified in A and B.

ARTICLE VII
Dissolution

Section 1. The Club may be dissolved at any time by written consent of two-thirds (2/3) of the Members, whereupon the Board of Directors shall pay off all just debts and liabilities of the Club within the limits of the treasury. They shall donate any remaining assets and property to some dog-related charitable organization designated by the Membership at the time of dissolution. No assets or property shall be distributed to any Member.

BYLAWS

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ARTICLE III
Memberships

Section 1. There shall be of five (5) types of Memberships open to persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club:

A. Active
B. Associate
C. Junior
D. Honorary
E. Training

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

A. An **Active Member** shall be a Member in good standing and at least 18 years of age. Members in good standing are those whose dues are current and who uphold their obligation as Club Members by participating in Club functions. Active Members in good standing shall be entitled to Club privileges and may vote and hold office.

B. An **Associate Member** shall be any person who is at least 18 years of age and whose dues are current, including a formerly Active Member whose participation in Club functions has been curtailed. Associate Members shall be entitled to attend Club meetings and Club social functions but may not vote and may not hold office.

C. A **Junior Member** shall be any person 10-17 years of age. They may not vote nor hold office. They may automatically convert to regular Active Membership upon reaching their 18th birthday.

D. An **Honorary Membership** can be awarded to those serving the Club for a long period of time. They do not pay dues, and may not vote unless they are still an Active Member.

E. A **Training Member** is any person training at the San Lorenzo Dog Training Club. Training Members may not vote or hold office, and may not enjoy Club privileges unless they become an Active Member.

Section 2. Dues

A. The initiation fees and dues shall be determined each September by the Membership.

B. An **Active Member** 18 years of age or older shall pay the full amount of the annual dues.

C. An **Associate Member** shall pay two-thirds (2/3) the amount of the annual dues.

D. A **Junior Member** shall pay one-half (1/2) the amount of the annual dues.

E. All dues and past-due training fees are payable no later than 30 days after the annual meeting in January. No Member shall be entitled to vote whose dues and fees are not paid in full before the annual meeting is called to order. During the month of December, each Member shall receive a statement of dues from the Treasurer for the ensuing year and any past-due training fees.

Section 3. Election to Membership

A. Each applicant for Membership shall apply on a form approved by the Board of Directors. The form shall provide that the applicant agrees to abide by the Club's Constitution and Bylaws and the rules of the American Kennel Club. The application shall state the applicant's name, address, telephone number, age (if under 18 years of age), and the type of Membership applied for. It shall carry the endorsement of two (2) Active Club Members in good standing and of separate families. With the application, the prospective Member shall submit initiation and prorated dues payment for the remainder of the current year. Dues shall be prorated on a monthly basis.

B. An applicant for Membership shall be associated with activities of the Club for a period of at least four (4) months by the time the application is voted on by the Membership.

C. All applications are to be filed with the Secretary; and each application is to be read at the first regular meeting following its receipt, if the applicant is present with at least one (1) sponsor. At the next regular meeting, without the applicant being present, the votes of two-thirds (2/3) of the Members present and eligible to vote shall be required to elect the applicant to Membership. The vote shall be by secret, written ballot. The Secretary shall notify applicants of acceptance or rejection. If the applicant is rejected, all membership fees paid by the applicant shall be refunded in full.

D. An applicant who has been rejected may reapply after six (6) months' time has elapsed.

Section 4. Termination of Membership

Membership may be terminated:

A. By **resignation**. Any Member may resign from the Club upon written notice to the Secretary, but shall receive no refund of dues or fees unless approved by the Membership.

B. By **lapsing**. A Membership will be considered lapsed and automatically terminated if such Member's dues remain unpaid 30 days after the annual meeting in January. However, the Board of Directors may grant an additional 30-day grace period. 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. By **expulsion**. A Membership may be terminated by expulsion as provided in Article IV of these Bylaws.

ARTICLE IV
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 this 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. Written charges with specifications must be filed with the Secretary, together with a deposit of $10.00, 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 the next Board meeting; and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the interests of the Club. If the Board determines that the alleged charges do not constitute conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of 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 certified 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, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. 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/her co-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

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 suspension. The defendant shall have the privilege of

appearing on his/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 invite the defendant, if present, to speak on his/her own behalf if he/she wishes. The Members shall then vote by secret, written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE V
Government and Voting

Section 1. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. The Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer, and three other persons, including Training Coordinator, Trial Secretary, and Social Director, all of whom shall be Active Members in good standing and shall have been a Club Member for at least one year. The Board shall be elected for one-year terms at the Club's annual meeting as provided in Article VIII, Section 2 of these Bylaws and shall serve until their successors are elected. 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.

Section 3. Directors and Officers

A. The **President** shall preside at all meetings of the Club and of its Board of Directors. He/she shall be ex-officio a Member of all committees, except the Nominating Committee, and shall have the duties normally appurtenant to the office of President in addition to those specified in the Constitution and Bylaws.

B. The **Vice-President** shall perform the duties of the President in case of the President's absence, incapacity, resignation, or death.

C. The **Secretary** shall keep minutes of all meetings of the Board of Directors and the Membership, and of all matters of which a record shall be ordered by the Club. He/she shall ensure that a copy of all minutes are available at the Club site for the Membership. He/she shall conduct all correspondence at the request of the Board and Membership and shall notify applicants for Membership of their election or rejection. When election to Membership occurs, he/she shall provide the new Member with a copy of the Club's Constitution and Bylaws and a complimentary copy of the AKC Obedience Regulations pamphlet. He/she shall take the roll of the Officers and Members at all meetings of the Board and Membership, and shall keep a record of all absentees. He/she shall inform the presiding officer of the presence of a quorum. He/she shall keep a record of the Members with their addresses and telephone numbers. He/she shall send written notice of the annual meeting to all Members at least fifteen (15) days prior to said meeting. He/she shall transfer to the Secretary successor, within

fifteen (15) days of the annual election, all papers, books, Membership files, and other Club property in his/her possession. In the absence of the President and Vice-President, the Secretary shall call the meeting to order and preside until the Membership selects a Chairperson Pro-tem.

D. The **Treasurer** shall collect and receive all monies due or belonging to the Club and deposit same in one or more banks, where they will be withdrawn only by checks signed by the Treasurer and the President (or Vice-President, in the President's absence). His/her books shall be open at all times to inspection, and he/she shall report to the Membership at every meeting the condition of the Club's finances and every item of receipt or payment not previously reported. During the month of December, the Treasurer shall send to each Member a statement of the dues payable for the ensuing year, as well as any unpaid training fees from the closing year. He/she shall report to the Board of Directors all Members whose dues and training fees are delinquent. His/her accounts shall be audited in January by an auditor appointed by the Board. The audit shall be completed and the results presented at the February meeting. Special audits may be ordered at any time by the Board. The Treasurer shall be bonded and the expense borne by the Club.

E. The duties of the **Directors** are outlined in the Standing Rules.

Section 4. Vacancies

Any vacancies occurring on the Board or among the Officers during the year shall be filled until the next annual election by a person elected by a majority vote of all the then Members of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose. 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.

Section 5. Each Member in good standing and entitled to vote pursuant to his/her Membership type, and whose dues and owed fees are paid in full, may have one vote at any meeting of the Club at which he/she is present. Absentee and/or proxy voting shall not be permitted at any Board meeting, Club meeting, or election.

ARTICLE VI
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, trophies, annual prizes, 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 particular projects.

Section 2. Any committee/committee member appointed may be terminated by a majority vote of the full Board of Directors upon written notice to the appointee, and the Board may appoint successors for those persons whose services have been terminated.

ARTICLE VII
Club Year and Meetings

Section 1. Club Meetings

A. The **Fiscal Year** shall begin on the first day of January and end on the 31st day of December.

B. The Club's **official year** shall begin immediately at the conclusion of the election at the annual meeting in January and shall continue through the election at the next annual meeting.

C. The **initiation fees and dues** shall be determined each September by the Membership.

D. The Membership shall set **training fees** for the year at the February meeting by a two-thirds (2/3) vote of those present and voting.

E. All meetings will be **held in the greater San Lorenzo area**. 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 last meeting
Report of Treasurer
Report of President
Report of Vice-President
Report of Secretary
Reports of Committees
Election of Officers and Board (at annual meeting)
Unfinished business
New business
Election of new Members
Adjournment

Section 2. The **annual meeting** shall be held on the first Monday in January, at which time Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated according to Article VIII, Section 1. They shall take office immediately upon conclusion of the election, except the outgoing Secretary, who shall complete the recording of the minutes of the annual meeting. Each retiring Officer shall turn over to his/her successor in office all properties and records relating to that office within fifteen (15) days of the election. The Secretary shall send written notice of the annual meeting to all Members at least fifteen (15) days prior to the meeting.

Section 3. **Regular Club meetings** shall be held in the greater San Lorenzo area on the first Monday of each month of the year. The time of the meeting shall be as set forth in

the Standing Rules. If any regular meeting date must be changed due to a holiday or extenuating circumstances, all Members must be notified by the Secretary at least fifteen (15) days prior to the meeting.

Section 4. **Special Club meetings** may be called by the President, or by a majority vote of the Board of Directors, or by the Secretary upon receipt of a petition signed by five (5) voting Members of the Club who are in good standing. Written notice of such meeting shall be mailed 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 that no other Club business may be transacted thereat.

Section 5. **Board meetings** shall be held at least every other month starting in January, at such time and place as determined by the Board.

Section 6. **Special Board meetings** may be called by the President or by the Secretary upon written request signed by at least three (3) Members of the Board. Such special meetings shall be held at such time and place as designated by the person authorized herein to call such meetings. Written notice shall be mailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting or telephone notice shall be given at least three (3) days and not more than five (5) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and that no other Club business shall be transacted thereat.

Section 7. Quorums

A. A quorum at any regular or special Club meeting shall be twenty percent (20%) of the Members in good standing and entitled to vote.

B. A quorum at any regular or special Board meeting shall be a majority of the Board.

ARTICLE VIII
Nominations and Elections

Section 1. Nomination/Election Process

A. At the regular Club meeting in September, the Board shall appoint one (1) Member, who will serve as Chair; and the Membership shall elect two (2) Members and one (1) alternate by a simple majority vote to serve as a Nominating Committee. The Chairperson shall call a committee meeting on or before October 1. The slate will be read at the December meeting.

B. The Committee shall immediately report their nominations in writing to the Secretary.

C. The Secretary shall, at least two (2) weeks before the December meeting, notify each Member in writing of the candidates so nominated.

D. Additional nominations may be made at the December meeting.

E. Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

Section 2. Elections Format

A. Regular elections shall be held annually in January. Election shall be by secret, written ballot. Election shall be made by a majority of votes cast by those Members present and qualified to vote. In case no one receives a majority vote and there have been more than two (2) nominees, the two (2) nominees having the greatest number of votes shall cause a reballoting to take place.

B. Each Member shall receive from the Secretary a written notice of the annual meeting at which regular elections shall take place at least fifteen (15) days prior to the meeting.

C. Vacancies in office shall be filled according to Article V, Section 4 of the Bylaws.

ARTICLE IX
Parliamentary Authority

Section 1 "Roberts Rules of Order Revised" shall govern the Club in all cases in which they are applicable and in which they are not in conflict with the Constitution and Bylaws.

ARTICLE X
Amendments and Standing Rules

Section 1. Amendments

A. Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition, addressed to the Secretary, signed by twenty percent (20%) of the Membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the Members, with recommendations of the Board of Directors, by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

B. The Constitution and Bylaws may be amended by a two-thirds (2/3) 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 mailed to each Member at least two (2) weeks prior to the date of the meeting.

C. A new revision of the Constitution or Bylaws follows the same procedures specified in A and B of this Section.

Section 2. Standing Rules may be adopted from time to time, as needed, to supplement these Bylaws. They may be adopted without previous notice by a majority vote at any regular meeting. No Standing Rule shall be valid that conflicts with the Bylaws of this Club.

ARTICLE XI
Dissolution

Section 1. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the Members. In the event of the dissolution of the Club other than for the purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any assets of the Club shall be distributed to any Members of the Club. After payment of the debts of the Club, its property and assets shall be given to a charitable dog-related organization selected by the Membership.