

# **SCENT WORK CLUB OF BREVARD COUNTY, INC.**

## **CONSTITUTION AND BYLAWS**

**ADOPTED: 12/20/2018/ UPDATED APRIL 7, 2019**

**APPROVED BY MEMBERS: SUBJECT TO MEMBERS APPROVAL SCHEDULED FOR SUNDAY, 04/14/2019**

Amended at board meeting on 7/27/2020 Article II, Section 1 and 2

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**CONSTITUTION  
ARTICLE I  
NAMES AND OBJECTIVES**

**Section 1 - Name**

The name shall be **SCENT WORK CLUB OF BREVARD COUNTY, INC.**

**Section 2 - Objectives**

The objectives of the Club shall be:

- A. To provide opportunities for its members to instruct dogs and dog owners in canine scent work; and
- B. To hold Scent work trials, and any other events for which the Club is eligible, under the Rules and Regulations of The American Kennel Club, that are in the interest of the members and the community; and
- C. To protect and advance the interests of all dogs by offering scent work classes to the community.

**Section 3 – Non-Profit**

The Club shall not be conducted or 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 - Bylaws**

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

**BYLAWS  
ARTICLE I  
MEMBERSHIP**

**Section 1 - Eligibility**

There shall be two (2) types of membership open to all persons eighteen (18) years of age and older who are in good standing with the American Kennel Club; and who subscribe to the purposes of this Club. While membership is to be unrestricted as to resident.

**Single Membership:** Single Membership shall, upon approval of the Club, payment of the annual dues, and requirements set by the Policy and Procedures, become eligible for membership, including voting privileges and the right to hold office.

**Family Membership:** Family Membership consisting of a maximum of two (2) adults members and shall have one (1) vote each upon approval of the Club, payment of annual dues, and requirements set by the Policy and Procedures, become eligible for membership, including voting privileges and the right to hold office.

**Section 2 – Dues and Training Fees**

Membership dues and training fees shall be payable on or before January 1, of each year as set by the Policy and Procedures of the Club. The Treasurer shall send each member a written statement prior to the first day of November for the ensuing year.

**Section 3 - Election to Membership**

Each applicant for membership shall apply to the general membership after meeting the requirements of membership set by the Policies and Procedures of the Club. Membership requires a vote of 2/3 of the membership present and voting by of the Club. Applicants for membership who have been rejected by the Club may not re-apply within one year after such rejection.

#### **Section 4 - Termination of Membership**

Memberships may be terminated:

- (a) *By 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) *By lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 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) *By expulsion.* A membership may be terminated by expulsion as provided in Article VII of these bylaws.

### **ARTICLE II MEETINGS AND VOTING**

#### **Section 1 – Membership Meetings**

Meetings of the Club shall be a minimum of six times (bi-monthly) per year in the greater Cocoa, Florida area, at such hour and place as may be designated by the Board of Directors or by telephone conference call or via video conference. Written notice of such meeting shall be posted to the Club newsletter which is delivered by the Club website or by the United States Postal Service for members that do not have access to the website; or by email; a minimum of ten (10) days prior to the meeting. The quorum for such meeting shall be twenty percent (20%) of the membership in good standing.

#### **Section 2 - Special Membership Meetings**

Special membership meetings may be convened by any of the following methods:

- (a) At discretion of the President; or
- (b) 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
- (c) Upon receipt by the Secretary of a petition signed by five (5) members of the Club who are in good standing.

Such special meetings shall be held at such place, date, and hour as may be designated by the Board of Directors within the greater Cocoa, Florida area or telephone conference call or via video conference. Written notice of such a meeting shall be mailed by the United States Postal Service or by email 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 the Club business shall be transacted thereat. The quorum for such a meeting shall be twenty percent (20%) of the members in good standing.

#### **Section 3 - Board Meetings**

Meetings of the Board of Directors shall be a minimum of six times (bi-monthly) per year to ensure timely attention to Club matters, in the greater Cocoa, Florida area, at such date, hour, and place as may be designated by the Board or by telephone conference call or via video conference. Written notice of each such meeting shall be mailed by the United States Postal Service or by email by the Secretary at least ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

#### **Section 4 - Special Board Meetings**

Special meetings of the Board may be called by the President and 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 within the greater Cocoa, Florida area, at such date, place, and hour as may be designated by the person authorized herein to call such meetings or by telephone conference call or via video conference.

Written notice of each such meeting shall be mailed by the Secretary via the United States Postal Service or by email at least five (5) days prior to the date of the meeting and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of this meeting and no other business shall be transacted thereat. Advance notice of a Special Board Meeting may be waived if unanimous approval of all Board members is granted. Attendance of a Director at a meeting shall constitute a waiver of the notice of the meeting, except when a Director attends a meeting in order to object to the transaction of any business because the meeting has not been lawfully called or convened. A 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 fiscal year shall be entitled to vote at any meeting of the Club at which he/she is present. Proxy voting will not be permitted at any the Club meeting or election.

## **ARTICLE III DIRECTORS AND OFFICERS**

### **Section 1 - Board of Directors**

The Board shall be comprised of the Officers and two other persons, all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. In the case where the incumbent President is not re-elected to the Board, the past President shall serve as an ex-officio Director in an advisory position without a vote on the Board for a term of one year. The general management of the Club affairs shall be entrusted to the Board of Directors.

### **Section 2 - Officers**

The Club 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.

- (a) The President shall preside at all meetings of the Club and the Board and shall have the duties and the powers normally appurtenant to the Office of President in addition to those particularly specified in these bylaws, along with the policy and procedures.
- (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; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify Officers and Directors of their election to office, keep a roll of the members of the Club with their addresses, which shall be sent to any member in good standing, upon written request, not more than once every Club year, and carry out such other duties as are prescribed in these bylaws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall deposited in a bank designated by the Board in the name of the Club. The Club books shall be available at all times for inspection by the Board; and a report shall be given at every meeting on the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded, in such amount, as the Board of Directors shall determine.

### **Section 3 - Training Director**

The Training Director shall assume the function of Chief Instructor of the various classes conducted by the Club as stated in the Policy and Procedures of the Club.

#### **Section 4 – Vacancies**

Any vacancies occurring among the Board or among the offices during the year shall be filled until the next annual election by a majority vote of the 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; 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 the Vice President shall be filled by the Board.

### **ARTICLE IV THE CLUB YEAR, ANNUAL MEETING, ELECTION**

#### **Section 1 - Fiscal Year**

The Club's fiscal year shall begin on the first day of January and end on the last day of December.

#### **Section 2 - Annual Meeting**

The Annual Meeting shall be held in the month of November at which Officers for the ensuing year shall be elected by secret written ballot from among those nominated in accordance with Section 3 of this Article. All Officers shall take office January 1. Each retiring Officer shall turn over to his successor in office all properties and records relating to that office within thirty (30) days after the new Officer takes office.

#### **Section 3 – Elections**

The nominated candidates receiving the greatest number of votes for each office shall be declared elected. The two nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared 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 and two alternates, not more than one of whom may 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 such person's duty to call a committee meeting, which shall be held on or before August 15.

- (a) The committee shall nominate one candidate for each office and positions 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. The Secretary shall, at least two weeks before the September meeting, notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the September meeting by any 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 to 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. Nominations **cannot** be made at the annual meeting or in any manner other than as provided in this Section.

## **ARTICLE V COMMITTEES**

### **Section 1 - Standing Committees**

The Board may each year appoint standing committees to advance the work of the Club, in such matters as trials, 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 - Training Director and Committee Chairperson**

The Board will appoint the Training Director and then present their recommendation to the general membership for their approval prior to taking the position of Training Director. The Board will appoint the Chairperson of all standing committees at the first Board of Directors meeting after the approval of the standing committees to advance the work of the Club.

### **Section 3 - Committee Appointment Termination**

Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

## **ARTICLE VI DISCIPLINE**

### **Section 1 – American Kennel Club Suspension**

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

### **Section 2 – Charges**

Any individual member may prefer charges against another individual 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 One Hundred Dollars (\$100.00), which shall be forfeited in 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 actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club. 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 for a hearing by the Board not less than three (3) weeks and not more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges and the specifications 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 own defense and may bring witnesses.

### **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 equally in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by Complainant and Defendant, the Board may by a majority of the Board reprimand or suspend the Defendant from all privileges of the Club for not more than six (6) 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 cases, the suspension shall not restrict the Defendant's right to appear before his fellow members at the ensuing of the 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 from the Club by a member 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 of expulsion. The Defendant shall have the privilege of appearing in his 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 their own behalf. The members shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of the present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

### **ARTICLE VII AMENDMENTS**

#### **Section 1 – Proposal**

Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20 percent 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 – Voting**

The constitution and bylaws 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, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting. Voting USPS is not permitted.

### **ARTICLE VIII DISSOLUTION**

The Club may be dissolved at any time by written consent of not less than 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 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 – Club Meetings**

At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (at annual meeting)
- Elections of new members
- Unfinished Business
- New Business
- Adjournment

### **Section 2 - Board Meetings**

At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Unfinished Business
- New business
- Adjournment

## **ARTICLE X PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised,” shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the Club may adopt.