

## **Constitution and Bylaws Hudson Valley Tracking Club, Inc.**

### **CONSTITUTION**

- Section 1.** The name of the Club shall be Hudson Valley Tracking Club, Inc.
- Section 2.** The objectives of the Club shall be:
- A. To promote the training of purebred dogs.
  - B. To disseminate knowledge regarding tracking.
  - C. To conduct classes for the training of dogs and their handlers.
  - D. To encourage the training of judges.
  - E. To hold and support tracking tests, tracking excellent tests, variable surface tests and sanctioned matches under the rules and regulations of the American Kennel Club (AKC).
  - F. To promote cooperation and good sportsmanship among its members in the training and exhibition of dogs.
- Section 3.** The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues, fees, or donations to the Club shall inure to the benefit of any member or individual.
- Section 4.** The members of the Club shall adopt, and 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 individual, family and/or household membership open to all persons who are in good standing with the American Kennel Club (AKC) and subscribe to the purposes of this Club. Family and/or household membership shall be open to additional members from the same household. Each additional member shall be eligible for all the rights and privileges of an individual member. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the Hudson Valley, New York area.
- Section 2.** Dues  
Dues are payable on or before the first of January of each year. During the month of November **a statement of dues for the ensuing year shall be sent to each member.** The amount assessed shall be determined by the Board of Directors, or at a meeting called for such purposes.

**Section 3.**

Election to Membership

Each applicant for membership shall apply on a form approved by the Board of Directors that states the applicant agrees to abide by the Constitution and Bylaws and the rules of the AKC. The application shall state the name, address, and dog training experience of the applicant, and shall be endorsed for acceptance by one member in good standing. Accompanying the application the prospective member shall submit dues covering membership for the current year. If an applicant is accepted after October 1<sup>st</sup>, no dues shall be payable the following year. All applications are to be read, and voted upon, at the first meeting of the Club **or Board, whichever occurs first**, following **application receipt. Affirmative votes of two-thirds of the voting members present at that meeting shall be required to elect an applicant.**

**Section 4.**

Termination of Membership

Membership may be terminated:

- A. By resignation. Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary. Acceptance of resignation shall not obligate the Club to refund dues in any amount.
- B. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid **two (2) months** after the first day of the fiscal year. 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. **A lapsed member shall be required to reapply for membership.**
- C. By expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

**ARTICLE II  
MEETINGS AND VOTING**

**Section 1.**

Regular Club Meetings

**The time and place of the regular Club meetings described below shall be determined by a majority of the Board of Directors.**

- A. General Club Meetings. Meetings of the Club shall be held within the greater New Paltz, New York area. There shall be three (3) general meetings of the Club each year to be held **in** February, March, and August at the time and place approved by the Board of Directors. The quorum shall be **10%** of the members in good standing. Advance notice of the meetings shall be published in the Club newsletter **and on the Hudson Valley Tracking Club website.**
- B. Board Meetings. The Board of Directors shall meet at such time and place as may be designated by the Board. **Board meetings may also be held via teleconference or videoconference, provided that such meetings comply with the rules and procedures established by the Board.** There shall be no less than two (2) regular meetings of the Board each year, such meetings to be held in January and June. The quorum for such meeting shall be a majority of the Board. Advance notice of the meetings shall be published in the Club newsletter **and on the Hudson Valley Tracking Club website.**
- C. Annual Meeting. A general club meeting held in November shall be designated the Annual Meeting and, in addition to the regular business, shall be the meeting at which the elections and installation of newly elected officers shall take place. The Annual Meeting shall be held within the Hudson Valley region **on or after the fifth of November. The November meeting date shall be determined by the Board early in the year. Advance notice of the meeting shall be published in the Club newsletter and on the Hudson Valley Tracking Club website.**

- D. **Meeting Dates. The Club's meeting dates shall not be altered without majority consent of the Board members. Consent can be obtained via a vote on a motion made at any meeting of the Club, or electronically.**

**Section 2.**

Special Club Meetings.

Special Club meetings may be called:

- by the President,
- by the majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, or
- called by the Corresponding Secretary upon receipt of a petition signed by three (3) members of the Club in good standing.

Written **or electronic notice**, stating the purpose of such a meeting shall be **sent** by the Corresponding Secretary at least seven (7) days prior to the date of the meeting, and no other business may be transacted there at. The quorum for such a meeting shall be **10%** of the members in good standing. Special Club Meetings shall be held within the greater New Paltz, New York area.

**Section 3.**

Special Board Meetings.

**Special meetings of the Board may be called by:**

- **the President, or**
- **by the Corresponding Secretary upon receipt of a written or electronic request signed by two (2) members of the Board.**

Such special meetings shall be held within the Hudson Valley region at such place, and hour as may be designated by the person authorized herein to call such a meeting.

**Special Board meetings may also be held via teleconference or videoconference, provided that such meetings comply with the rules and procedures established by the Board.** The Corresponding Secretary shall **send** written **or electronic** notice of such meetings at least seven (7) 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. A quorum for such a meeting shall be a majority of the Board.

**Section 4.**

Voting.

Each member in good standing whose dues are paid for the current year shall be entitled to one (1) vote on each motion or ballot at any meeting of the Club. Proxy voting will not be permitted at any Club meeting or election.

**Section 5.**

**E-Mail Communication.**

- A. **Business (voting): can be conducted in person at Board meetings or through mail, fax or e-mail. In order for business to be conducted via e-mail:**
- 1) **Every board member must have the means to participate (i.e., access to a home or work computer, or a computer made available for public use (e.g. in a library) and an active e-mail account;**
  - 2) **The Corresponding Secretary will maintain current e-mail addresses for each board member;**
  - 3) **An assigned identification code will be used to verify the identity of individuals participating to ensure that they are eligible board members;**
  - 4) **Board members shall send an e-mail reply to the sender as confirmation they have received the information.**
- B. **Members may receive notification of Club meetings, dues notices; minutes and newsletters, and board members notification of board meetings via e-mail.**
- C. **All members and board members must agree to participate in this manner by signing a revocable authorization agreeing to this method of communication. Such authorization releases the Club from any liability should the notification be received late or not received by the member or board member due to circumstances beyond the Club's control.**

**ARTICLE III  
DIRECTORS AND OFFICERS**

**Section 1.**

**Board of Directors.**

The Board shall be comprised of the President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, and four (4) other Directors, 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. They will serve from the conclusion of the Annual Meeting. General management of the Club's affairs shall be entrusted to the Board of Directors. **The President, with the consent of the Board, shall appoint individuals to** fill the posts of Training Director, **Membership Chairperson, Public Education** and Newsletter Editor.

**Section 2.**

**Officers.**

The Club's officers, consisting of the President, Vice-President, Corresponding Secretary, Recording 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 of the Board and shall have duties and powers normally accompanying the office of President in addition to those particularly specified in these Bylaws.
- B. The Vice-President shall have the duties and exercise the powers of the President in case of the President's absence, incapacity, or death.
- C. The Corresponding Secretary shall have charge of the correspondence, membership, notify the officers and directors of their election to office, and carry out other such duties as are described in these Bylaws.
- D. The **Recording 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, and carry out such other duties as are prescribed in these Bylaws. **In the absence of the Recording Secretary, the President shall designate a member to record the minutes of a meeting.** The meeting minutes shall be mailed, **or sent electronically,** to the Club officers and the Board within fourteen (14) days of the meeting.

- E. The Treasurer shall collect and receive all monies due or belonging to the Club. He/she shall deposit the same in a bank satisfactory to the Board, in the name of the Club. **He or she shall pay the expenses incurred by the Club and pay any bills as directed by the Board from Club funds.** The books shall be open to inspection of the Board at all times. The Treasurer shall report at every meeting the condition of the Club's finances. At the conclusion of the fiscal year, the Treasurer shall render an account of all monies received and expended during the previous year. The Treasurer's books shall be audited at or before the January Board meeting by an auditing committee of two (2) other current or past members of the Board.

**Section 3.**

Vacancies.

Any vacancies occurring on the Board during the year shall be filled for the remaining term of office by a majority of all members of the Board at its first meeting following the creation of such vacancy, except that a vacancy in the Office of President shall automatically be filled by the Vice-President. The resulting vacancy shall be filled by the Board as provided in the section.

**ARTICLE IV  
THE CLUB YEAR & ELECTIONS**

**Section 1.**

Club Year.

The Club's official year shall begin immediately at the conclusion of the Annual Meeting and shall continue through the next Annual Meeting. The Club's fiscal year shall begin on the first day of January and end on the 31<sup>st</sup> day of December.

**Section 2.**

Annual Meeting.

The Annual Meeting shall be held **on or after the 5<sup>th</sup>** of November at which time the Officers and Directors for the ensuing year shall be decided by the members in good standing.

- A. Officers will take office at the conclusion of the Annual Meeting at which time the predecessor will turn over to his/her successor in office all properties and records relating to that office.
- B. The Treasurer will turn over to his/her successor, at the **January meeting**, all Club monies and records.

**Section 3.**

Nominations.

No person may be a candidate in the Club election who has not been nominated. During the month of August, the Board shall select a nominating committee consisting of three (3) members. The Corresponding Secretary shall immediately notify the committee members of their selection. The Board shall name a Chairman for the committee and it shall be his/her duty to call such committee meetings as may be necessary.

- A. The committee shall nominate one candidate for each office and for the four (4) Director positions. After securing the consent of each person so nominated, the chairman shall report his or her nominations to the Corresponding Secretary on or before September 15<sup>th</sup>.
- B. Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall, before October 1<sup>st</sup>, notify each member in writing of the candidates so nominated.
- C. Additional nominations may be made in writing by a member in good standing to the Corresponding Secretary on or before October 15<sup>th</sup>, provided the nomination has been endorsed by three (3) members also in good standing. Accompanying this nomination must be a written statement from the proposed candidate signifying his/her willingness to serve, if elected.

- D. No person may be a candidate for more than one elected position, and the additional nominations that are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- E. Nominations cannot be made at the Annual Meeting, or in any manner other than as provided in this section.

**Section 4.**

Elections.

The nominated candidates receiving the greatest number of votes for each office shall be declared elected.

- A. If election of the Officers and Directors is an uncontested slate of nine (9), a single vote of the Corresponding Secretary shall elect the slate. A written ballot is only required if additional nominations are made.
- B. In the event of a contested slate, the Corresponding Secretary shall mail to all members, at least fourteen (14) days prior to the Annual Meeting, a notice containing the names of all nominees. In this case, the election will be by secret ballot.

**ARTICLE V  
COMMITTEES**

**Section 1.**

The Board may each year, appoint standing committees to advance the work of the Club in such matters as tracking tests, matches, trophies, annual prizes, membership, and other fields which may be served by committee. Such committees shall be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid on particular projects.

**Section 2.**

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

**ARTICLE VI  
DISCIPLINE**

**Section 1.**

American Kennel Club Suspension.

Any member who is suspended from the privileges of the AKC 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 interest of the Club. Written charges with specifications must be filed with the Corresponding Secretary together with a deposit of **\$50.00** which shall be forfeited if such charges are not sustained by the Board following a hearing. The Corresponding 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. If the Board considers that the charges do not **constitute** conduct that 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 for a hearing by the Board not less than three (3) weeks but no more than six (6) weeks thereafter. The

Corresponding Secretary shall promptly send one (1) copy of the charges to the accused member, by return receipt **registered** mail, together with the notice of the hearing and an assurance that the defendant may personally appear on his own behalf and bring witnesses if he wishes.

**Section 3.**

Board Hearing.

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and **respondent** shall be treated uniformly in this regard. The hearing must be conducted in an executive session. Should charges be sustained, after hearing all the evidence and testimony presented by complainant and **respondent**, the Board may, by a majority vote of those present, **reprimand and/or** suspend the **respondent** 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 **respondent's** right to appear before his 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 Corresponding Secretary. The Corresponding 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 of the Club may be accomplished only at a special meeting of the Club members following a Board **Hearing** and upon the Board's recommendation as provided in Section 3 of the Article. The special meeting to consider expulsion shall be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation for expulsion. The **respondent** shall have the privilege of appearing in his own behalf though no new evidence shall be taken at this meeting. The President shall first read the charges and the members shall then vote by secret ballot on the proposed expulsion. A two-thirds vote of those present at the meeting shall be necessary for expulsion. If expulsion is not voted, the suspension shall stand.

## **ARTICLE VII AMENDMENTS**

**Section 1.**

Amendments to these Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by five (5) members 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 Corresponding Secretary for a vote within three (3) months of the date when the petition was received by the Corresponding Secretary.

**Section 2.**

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

## **ARTICLE VIII DISSOLUTION**

### **Section 1.**

#### Dissolution.

The Club may dissolve at any time by written consent of not less than two-thirds of the members. 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 or any proceeds thereof or any assets of the Club shall be distributed to any member of the Club. After payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs. The Board of Directors will select the aforementioned charitable organization.

## **ARTICLE IX ORDER OF BUSINESS**

### **Section 1.**

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

1. Roll Call
2. Minutes of last meeting
3. Report of President
4. Report of Recording Secretary
5. Report of Corresponding Secretary
6. Report of Treasurer
7. Report of Committees
8. Election of Officers and Board (Annual Meeting)
9. Election of New Members
10. Unfinished Business
11. New Business
12. Adjournment

### **Section 2.**

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

1. **Roll Call**
2. Minutes of last meeting
3. Report of President
4. Report of Recording Secretary
5. Report of Corresponding Secretary
6. Report of Treasurer
7. Report of Committees
8. Unfinished Business
9. New Business
10. Adjournment

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**Section 3.** The rules governing parliamentary procedure as laid down in Robert's Rules of Order (latest addition), **and any other special rules of order the Club may adopt**, shall govern all meetings of the Club wherever they are not contrary to the provisions of these Bylaws.

Amended– **update when final**