

**THE TRACKING CLUB OF VERMONT, INC.  
CONSTITUTION AND BY-LAWS**

**CONSTITUTION**

**ARTICLE I** Name and Objectives

Section 1.

The Name of the Club shall be The Tracking Club of Vermont, Inc.

Section 2.

The Purpose of the Club shall be:

- a) to further the advancement of purebred dogs;
- b) to promote and teach canine tracking;
- c) to conduct sportsmanlike tracking tests and matches for all dogs that are qualified to take such tests under the rules of the American Kennel Club.

Section 3.

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

Section 4.

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

**BY-LAWS**

**ARTICLE I** Membership

Section 1.

Membership is to be unrestricted as to residence. The Club's primary purpose is to be representative of owners and handlers of tracking dogs. Eligibility: There shall be three types of membership:

- a) Regular Membership is open to persons eighteen years of age and older who subscribe to the purposes of The Tracking Club of Vermont, Inc. and who are in good standing with the American Kennel Club. Regular members have the right to vote, hold office, serve on committees and enjoy all the privileges open to members.
- b) Associate Membership is open to persons eighteen years of age and older who subscribe to the purposes of The Tracking Club of Vermont, Inc. and who are in good standing with the American Kennel Club. Associate members shall enjoy all the privileges of Regular membership and invitation to all Club events, but shall not be eligible to vote on any matter, to serve on the Nominating Committee, to nominate candidates for office, or hold office.
- c) Junior Membership is open to persons up to the age of eighteen who subscribe to the purposes of The Tracking Club of Vermont, Inc. and who are in good standing with the American Kennel Club. Junior members shall enjoy all the privileges of Regular membership and invitation to all Club events, but shall not be eligible to vote on any matter, to serve on the Nominating Committee, to nominate candidates for office, or hold office.

There shall also be a distinction made between individual and family memberships in regards to Regular and Associate Memberships. For voting purposes, family memberships shall be limited to two adults in good standing.

The voluntary selection of type of membership may only be changed once a year by members, so indicating their choice on the annual dues notice.

### Section 2.

Dues: Dues shall be set by the Board of Directors at the annual meeting of the Club. During the month of January, the Treasurer shall send to each member a dues notice for the coming year on which the member shall state his/her type of membership as detailed in Section 1. The dues shall be payable on or before the first day of April of each year. No member may vote whose dues are not paid for the current year.

### Section 3.

Election to Membership: Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Club's Constitution and By-laws and the rules of the American Kennel Club. The application shall state the name, address, other contact information, and type of membership of the prospective member and it shall carry the endorsements of two members. The prospective member shall submit dues payment for the current year with the application. All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next meeting of the Club, the application shall be again read and then approved or disapproved by a two-thirds (2/3) vote of the Regular members present and voting. The Membership Committee shall then advise the applicant of the status of his/her membership and forward additional club information to approved applicants. Applicants who have been rejected by the Club shall not reapply for at least one year after the rejection.

### Section 4.

Termination of membership: Membership may be terminated by:

- a) Resignation. Any member in good standing may resign from the Club upon written notice to the Secretary, but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- b) Lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid after the first day of April. However, the Board may make allowances for delinquents under certain circumstances. In no case may a person be entitled to vote at a Club meeting whose dues are unpaid at the time of the meeting.
- c) Expulsion. A membership may be terminated by expulsion as provided in Article VI of these By-laws.

## **ARTICLE II Meetings and Voting**

### Section 1.

Club Meetings: There shall be no fewer than six (6) Club meetings per year.

Meetings of the Club shall be held in the Greater Rutland Area. Such meetings shall be called by the Board of Directors. Written notice of the date, place, and time of each meeting shall be mailed by the Secretary at least ten (10) days prior to the meeting.

The quorum for such meeting shall be a simple majority of the Regular Members present.

### Section 2.

Special Club Meetings: Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present, and voting at any regular or special meeting of the Board, or by the Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held in the Greater Rutland Area at such date, time, and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed to all members in good standing at least five (5) and not more than fifteen (15) days in advance of the meeting and said notice shall state the purpose of the special meeting. The quorum for such special meetings shall be twenty (20) percent of the Regular Members in good standing.

### Section 3.

Board Meetings: Meetings of the Board of Directors shall be held in the Greater Rutland Area at such times and places as are designated by the President or a majority vote of the entire Board. There shall be

no fewer than six (6) Board Meetings per year. Written notice of the date, place, and time of each meeting shall be mailed by the Secretary at least ten (10) days prior to the meeting. It is the purpose of these By-laws that the Board shall conduct its business openly before its members. The quorum for such meetings will be a simple majority of the Board membership.

#### Section 4.

Special Board Meetings: Special meetings of the Board may be called by the President or shall be called by the Secretary upon receipt of a petition signed by at least three (3) members of the Board. Such special meetings shall be held in the Greater Rutland Area. Written notice of such meetings shall be mailed to all Board members at least five (5) and not more than fifteen (15) days in advance of the meeting and said notice shall state the purpose of the special meeting. The quorum for such special meetings shall be a simple majority of the members of the Board.

#### Section 5.

Voting: Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he/she is present. Each Board member shall be entitled to one vote at a meeting of the Board. With the exception of the Annual Meeting, it is the purpose of these By-laws that the normal operations of the Club be run by its Board of Directors. However, members may make their views known to the Board members prior to any vote.

Proxy voting will not be permitted at any club meeting or election.

### **ARTICLE III Directors and Officers**

#### Section 1.

Board of Directors. The Board shall be comprised of the President, Vice President, Secretary, Treasurer, and five (5) other persons all of whom shall be members in good standing. All shall be elected for one-year terms at the Annual Meeting of the Membership as provided in Article IV and shall serve until their successors are elected. General management of the Club shall be entrusted to the Board of Directors.

#### Section 2.

Officers. The Club's officers consisting of the President, Vice President, Secretary, and Treasurer shall serve in their respective capacities both 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 all meetings of the Board, and shall have all powers and duties normally appurtenant to the office of President in addition to those specifically allocated in these By-laws.
- b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, incapacity, or resignation.
- c) The Secretary shall keep a record of all meetings of the Club and of its Board of Directors and of all matters of which a record shall be ordered by the Club or Board. The Secretary shall send a copy of the minutes of the last Club meeting to each member at least ten (10) days prior to the date of the next meeting. The Secretary shall have charge of the correspondence, notify members of meetings, notify Officers and Board members of their election to office, keep a roll of the members of the Club with their addresses and all other contact information, and carry such other duties as prescribed by these By-laws. In the absence of the Secretary, the President shall designate a member to record the minutes of a meeting.
- d) The Treasurer shall collect and receive all money due or belonging to the Club and shall deposit such monies in the name of the Club in a bank approved by the Board. The Treasurer shall report at every meeting the condition of the Club's finances and every item of receipt and payment not previously reported, and at the Annual Meeting shall render an account of all monies received and expended during the current fiscal year. As soon as is practicable after the end of the fiscal year, an audit shall be performed by a member or members in good standing. The results of this audit shall be presented at the next general meeting of the Club, or upon request by a member. The Treasurer shall be responsible for mailing the statement of dues in January to each member in good standing.

### Section 3.

Start of Term. The terms of the elected officers and members of the Board shall begin immediately after their election at the Annual Meeting regardless of the Club's fiscal year. Any and all documents, records, files, equipment, etc., shall be turned over to the successor within fifteen (15) days after election or voluntary resignation. Outgoing Board members shall make themselves available, as needed, to facilitate the transition.

### Section 4.

Members of the Board are required to attend meetings on a regular basis. Nonattendance of three (3) consecutive meetings or less than two-thirds (2/3) of all Board and Membership Meetings in a given year shall be reviewed by the Board and may result in a request for resignation from office.

### Section 5.

Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election 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; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

## **ARTICLE IV** The Club Year, Annual Meeting, Elections

### SECTION 1.

Club Year. The Club's fiscal year shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December.

### Section 2.

Annual Meeting. The Annual Meeting shall be held in the month of November at which officers and directors for the ensuing year shall be elected. They shall begin their terms in accordance with Article III, Section 3.

### Section 3.

Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who individually receive the greatest number of votes shall be declared elected.

### Section 4.

Nominations. During the month of July the Board shall select a nominating committee consisting of three (3) members and two (2) alternates, not more than one (1) of whom may be a member of the Board. The Board shall name a Committee Chairman and it shall be his/her duty to call a committee meeting which shall be held on or before August 15th. The committee shall immediately report their nominations to the Secretary in writing. The Secretary shall, at least two (2) weeks before the September Regular Meeting, notify each member in writing of the candidates so nominated.

Additional nominations may be made at the September Regular Meeting. Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

## **ARTICLE V**

### Section 1.

The Board each year may appoint standing committees to advance the work of the Club in such matters as clinics, tracking tests, matches, trophies, membership, and other such areas from time to time deemed necessary by the Board. Such committees shall always be subject to the final authority of the Board of Directors. Special committees may also be appointed by the Board to aid it on particular projects.

### Section 2.

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

## **ARTICLE VI Discipline**

### Section 1.

**Charges.** A 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 in duplicate with the Secretary together with a \$30.00 fee which shall be forfeited if the charges are not substantiated at a hearing of the Board. The Secretary shall promptly send a copy of the charges to each Board member or present them at a Board meeting. 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 allege conduct prejudicial to the Club it may refuse to entertain jurisdiction.

### Section 2.

**Board Hearing.** The Board shall have complete authority to decide whether counsel should attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. If the charges are sustained, after hearing all the evidence and testimony presented by the complainant and the defendant, the Board may by majority vote of those present reprimand or suspend the defendant from privileges of the Club for not more than six (6) months from the date of the hearing. And, if the Board deems the punishment insufficient, it may recommend to the members that the defendant be expelled from the Club. Immediately after the Board has reached its decision, its findings, in written form, shall be filed with the Secretary, who shall immediately inform the defendant and the complainant of the findings and penalty.

Suspension by the AKC will result in the automatic suspension of a member from The Tracking Club of Vermont, Inc. for a like period.

### Section 3.

**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 1 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 less than thirty (30) days of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, although 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 on his/her own behalf if the defendant so chooses. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at this meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

## **ARTICLE VII Amendments**

### Section 1.

Amendments to the Constitution and the By-laws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by twenty (20) percent of the Regular Membership in good standing. The proposed amendments shall be promptly considered by the Board of Directors and must be submitted to the full membership within ninety (90) days of receipt by the Secretary.

### Section 2.

The Constitution and By-laws may be amended by secret ballot by a two-thirds (2/3) majority of the Regular members present and voting at the Annual Meeting or at a special meeting called specifically for the purpose of acting upon such amendment(s), provided the proposed changes have been sent to all members in good standing at least two (2) weeks prior to such meeting. If passed copies of the amended Constitution and By-laws shall be mailed to all members of the Club within thirty (30) days of the vote.

## **ARTICLE VIII** Dissolution of the Club

### Section 1.

No part of the net earning of the Club shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the publishing or distribution of statements for any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Club shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of the Club, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Club is then located. Exclusively for such purposes or to such organization or organization, as said Court shall determine, which are organized and operated for such purposes.

## **ARTICLE IX** Order of Business

### Section 1.

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

- Roll Call
- Minutes of Last Meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Election of Officers and Board (Annual Meeting only)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

### Section 2.

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

- Minutes of Last Meeting
- Report of the Treasurer
- Report of the Secretary
- Report of Committees
- Election of New Members
- Unfinished Business
- New Business
- Adjournment