

TCoW Ltd.

Tracking Club of Wisconsin

Constitution & Bylaws

2005

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ARTICLE I
NAME AND LOCATION

Section 1

The name of the club shall be the TCoW Ltd. (Tracking Club of Wisconsin), hereafter also to be known and recognized as TCoW™.

Section 2

The principal address of the club shall be located at the home or postal address of the Secretary.

Section 3

Other locations for the transaction of club business shall be at such places as the Board of Directors may determine.

ARTICLE II
PURPOSE OF THE CLUB

Section 1

This club is organized exclusively for educational, charitable, social and civic purposes.

Section 2

The purpose of the club shall be:

- a) to further the advancement and training of all breeds of purebred dogs to be used in the service of humanity through tracking.
- b) to disseminate knowledge regarding the sport of tracking and the use of tracking dogs.
- c) to provide educational opportunities for the training of tracking dogs and their handlers.
- d) to encourage and promote the education of tracking judges.
- e) to hold and support tracking tests and tracking matches under the Rules and Regulations of the American Kennel Club; and
- f) to promote cooperation and good sportsmanship among members in the training and exhibition of the dogs.

Section 3

The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from any dues 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 may from time to time revise such Bylaws (in accordance with Article IX of these Bylaws) as may be required to carry out these objectives.

ARTICLE III MEMBERSHIP

Section 1 Eligibility

There shall be two types of membership open to all persons 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.

Regular – Enjoys all Club privileges including the right to vote and hold office.

Household – Two (2) adults residing in the same household, each eligible to vote and hold office.

Junior – Membership may be offered to persons 10-17 years of age; they cannot vote Of hold office and may automatically convert to regular membership upon reaching their 18th birthday.

Section 2 Dues

Membership dues shall not exceed \$25.00 per individual or \$45.00 per household, or \$15.00 per junior membership per year, payable on or before the 1st day of February of each year. No member may vote whose dues are not paid for the current year. During the month of November the Treasurer shall send to each member a statement of dues for the ensuing 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 these By-laws and the Rules of The American Kennel Club. The application shall state the name, 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.

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 Club meeting the application will be voted upon and affirmative votes by 2/3rd's secret vote of the members present and voting at that meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

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 Secretary. 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 shall a person or household be entitled to vote at any Club meeting whose dues remain unpaid as of the date of that meeting.
- c) by expulsion. A membership may be terminated by expulsion as provided in Article VIII of these Bylaws.

ARTICLE IV MEETINGS AND VOTING

Section 1 Club Meetings

Meetings of the Club shall be held six (6) times per year in the months of January, March, May, July, September, and November in the greater Fond du Lac area at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least ten days prior to the date of the meeting. The quorum for such meetings shall be twenty percent of the members in good standing.

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 and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in the greater Fond du Lac area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least five days and not more than fifteen days prior to the date of the meeting, and said notice shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such a meeting shall be twenty percent of the members in good standing.

Section 3 Board Meetings

Meetings of the Board of Directors shall be held six (6) times per year in the months of January, March, May, July, September, and November. The meetings to be held in the greater Fond du Lac area at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the Secretary at least five 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 in the greater Fond du Lac area at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Secretary at least five days and not more than ten 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. The quorum for such a meeting shall be a majority of the Board.

Section 5 Voting

Each member in good standing and whose dues are paid in full for the current year shall be entitled to one vote at any meeting of the Club at which he/she is present.

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

ARTICLE V OFFICERS AND DIRECTORS

Section 1 Board of Directors

The Board shall be comprised of the officers and three 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 VI and serve until their successors are elected. General management of the Club's affairs 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 of the Board, and shall have the duties and powers normally appurtenant to 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 death, absence or incapacity.
- c) The Secretary shall keep a record of all meetings of the Club and of the Board and of all the matters of which a record shall be ordered kept 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 roll of the members of the Club with their addresses, 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 be deposited in a bank designated by the Board, in the name of the Club. The books shall at all times be open to inspection of 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 the moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.
- e) The offices of Secretary and Treasurer may be held by the same person, in which case the Board shall be comprised of six persons.

Section 3 Vacancies

Any vacancy occurring on the Board or among the officers 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 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 VI CLUB YEAR, ANNUAL MEETING AND ELECTIONS

Section 1 Club Year

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

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

Section 2 Annual Meeting

The annual meeting shall be held in the month of January, at which Officers and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring Officer or Director shall turn over to the successor in office all properties and records relating to that office within thirty day after the election.

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 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 September, 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 committee chairman and it shall be his duty to call a committee meeting, which shall be held on or before October 15st.

Nominating Committee procedures are as follows:

- 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 November meeting, notify each member in writing of the candidates so nominated.
- c) Additional nominations may be made at the November 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.
- d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE VII COMMITTEES

Section 1 Appointment

The Board may each year appoint standing committees to advance the work of the Club in such matters as tracking tests and matches, trophies, annual awards, membership and other fields which may be well 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 Termination

Any committee appointment 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 or person whose services have been terminated.

ARTICLE VIII 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 in duplicate with the Secretary together with a deposit of \$25.00, 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 and present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct which would be prejudicial to the best interests of the Club, if the board considers that the charges do not allege 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 for a hearing by the Board 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 registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if he or 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 and testimony presented by the complainant and defendant, the Board may, by a majority vote of those present reprimand or suspend the defendant from the privileges of the Club for not more than six 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 case, the suspension shall not restrict the defendant's right to appear before fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its finding 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 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 days but not earlier than thirty days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3rd vote of those present and voting at the meeting shall be necessary for expulsion. If the expulsion is not voted, the Board's suspension shall stand.

ARTICLE IX AMENDMENTS

Section 1 Proposing Amendments

Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by twenty 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 the 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 Amending

The constitution and bylaws may be amended by a 2/3rd's 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.

ARTICLE X DISSOLUTION

Section 1

The Club may be dissolved at any time by the written consent of not less than 2/3rd of the members in good standing. 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 nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club, but after payment of all the debts of the Club its property assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE XI 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
- Reading of the minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report(s) of the Committee(s)
- Election of Officers and Board (conducted at the annual meeting of the Club)
- Election of new members
- Unfinished business
- New business
- Adjournment

Section 2 Board Meetings

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

- Reading of the minutes from the last meeting
- Report of the Secretary
- Report of the Treasurer
- Report(s) of the committee(s)
- Unfinished business
- New business
- Adjournment

ARTICLE XII PARLIAMENTARY AUTHORITY

Section 1

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.

Approved:
TCoW Board 06/23/2005
TCoW Membership 07/09/2005
AKC