



**TRACKING CLUB OF MASSACHUSETTS
BYLAWS**
(Approved 3/23/2014)

Article I - Name and Objectives

Section 1. Name. The name of the club shall be the Tracking Club of Massachusetts.

Section 2. Objectives. The objectives of the club are:

- a. To encourage and promote the use of dogs in tracking and to develop this natural ability;
- b. To conduct Tracking Tests, Sanctioned Tracking Matches, and Agility Trials under the rules of the American Kennel Club;
- c. To promote, develop, and advance the sports of tracking and agility.

Section 3. Non-profit status and Conflict of Interest Prohibition. The club shall not be conducted or operated for profit, and no part of any profit shall be distributed or used to the benefit of any member. No club member, including board members may vote or participate in any club decision to do business with any outside enterprise in which the member or any of his or her immediate family (as defined in G.L. c. 268A) has a financial interest.

Section 4. By-laws. The members of the club shall adopt and may from time to time revise these by-laws as may be required to fulfill the objectives of the club in accordance with Article VIII.

Article II – Membership

Section 1. Eligibility. Membership applications will be accepted from all persons who agree to conduct themselves in accordance with the TCM Code of Ethics and the AKC Code of Sportsmanship, and who subscribe to the purposes of this club. Applications will be approved or denied by vote of the board in accordance with Section 3 below.

Section 2. Classes of Membership. There shall be three classes of membership as set forth below.

- a. Regular: persons 18 years of age or older who may enjoy all the benefits of membership in the club including voting, receiving awards, holding office, and attending or assisting at club functions.
- b. Junior: persons 18 years of age or under who may enjoy all the benefits of membership including receiving awards and attending or assisting at club functions, but who shall neither vote nor hold office in the club.
- c. Honorary: the board may award honorary memberships in accordance with Section 3(d). Honorary members shall not pay dues, but may enjoy all the benefits of membership in the club including voting, receiving awards, holding office, and attending or assisting at club functions.

Section 3. Election to Membership. Unless an applicant is ineligible as defined in Section 1, applicants for membership in the club shall apply and be elected as described below:

- a. Application. Each applicant to become a regular or junior member must apply on a form approved by the board. The application shall be sent to the membership chair and be accompanied by payment of dues. Applications may be received at any point during the year, but dues will not be pro-rated.
- b. The board will vote to accept or reject all applications and renewals, and if rejected, the payment will be refunded.
- c. Re-application. Applicants for membership who have been rejected by the club may not re-apply within six months after such rejection.
- d. Honorary Membership. Honorary life membership without dues is bestowed by unanimous vote of the board upon a member for exemplary effort on behalf of the club or the sport of tracking. Any member of the club may nominate a candidate by submitting the name of the nominee and the reasons for the honor to the recording secretary for consideration by the board.

Section 4. Dues. The board will set annual dues for regular and junior members. Dues shall be payable on or before the first day of January of each year. No member whose dues are not paid for the current year may vote. During the month of November, the club shall send to each member a membership information form, with a statement of the current year's dues. The board may waive dues at its discretion.

Section 5. Termination of Membership. Membership may be terminated:

- a. By a board vote to reject a membership renewal pursuant to Section 3(b);
- b. By resignation given to the recording secretary;
- c. By lapse. A membership will be considered lapsed and inactive if such member's dues remain unpaid after January 1. 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. The board will reinstate membership upon payment, with membership retroactive to January 1, unless the renewal application is rejected in accordance with Section 3(b) above.

Article III - Meetings and Voting

Section 1. Club Meetings and Membership Voting. Meetings of the club shall be held at a time and place designated by the board and may be held by telephone or computer conference. Except as otherwise provided herein, written notice of each such meeting shall be given to the membership by e-mail at least seven days before the date of the meeting unless the member has requested notice by regular mail, in which case the notice shall be mailed at least ten days prior to the date of the meeting. There shall be no quorum for membership votes, and voting, except on motions to amend the by-laws, shall be by a majority of votes cast. Board members may vote as club members on membership matters. In the event that no regular member attends the meeting, the membership vote shall be waived and a board vote will be sufficient to bind the club.

Section 2. Board Meetings and Board Votes. Meetings of the board shall be held at a time and place as may be designated by the president in consultation with the board and may be held by telephone or computer conference. A board member unable to attend an in-person meeting may participate by telephone or computer conference so long as technology can support the participation. Notice of board meetings will be given to board members as provided in Section 1 above, except that a meeting may be held with shorter notice period so long as any board member unable to attend waives the notice requirement. The quorum shall be a majority of the board. Proxy voting is allowed. Any board member wishing to vote by proxy shall notify the president in advance of the meeting and designate the proxy holder. Proxy voting does not require a written notice from the absent board member, and may be either by general grant of authority or by specific instruction. The recording secretary shall note all votes cast by proxy. All board votes shall be determined by a majority of votes cast.

Section 3. Attendance. The board may invite persons including but not limited to club members to attend a board meeting. The board may excuse non-board members at any point during the meeting in order to facilitate full and frank discussion.

Section 4. Notice. Any notice required under these by-laws expressly includes e-mail, telephone, and in-person notification and, without regard to the form of the notice, the requirements of these by-laws are met by a showing that actual notice was received by the party entitled to notice within the time provided.

Article IV - Directors and Officers

Section 1. Board of Directors. Management of the club's affairs shall be entrusted to the board. The board shall be comprised of no more than seven club members elected in accordance with Article V. Board members shall serve two-year terms. There is no limitation on terms.

Section 2. Officers. Officers are elected by the board at the board meeting held for this purpose as set forth in Article V. The club's officers, consisting of the president, vice-president, recording secretary, corresponding 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.
- b. The vice-president shall assist the president and shall exercise the duties of the president in case of the president's absence or incapacity.
- c. The recording secretary shall keep a record of all meetings of the club and of the board, shall keep a roll of the members of the club, and provide notices required hereunder.
- d. The corresponding secretary shall handle all correspondence with individuals outside the club and shall assist the recording secretary with club correspondence.
- e. The treasurer shall collect and receive all monies due or belonging to the club and deposit them in a bank designated by the board, in the name of the club, and shall pay bills and disburse funds as instructed by the board. The treasurer's records shall be open at all times to inspection by the board, and the treasurer shall report the club's finances at board meetings as requested by the board. At the annual meeting, the treasurer shall render an account

of all monies received and expended during the previous year. At the discretion of the board, a bond may be required for the position of treasurer.

Section 3. Vacancies. Any vacancy occurring on the board during the year may be filled until the next election by a majority vote of the remaining member or members of the board at its first meeting following the creation of such vacancy, and new officers elected by the board; except that a vacancy in the office of president shall be filled automatically by the vice-president. The ability of the remaining member or members to act on behalf of the club shall not be impaired by vacancies on the board or in offices.

Article V - Club Year, Annual Meeting, Elections

Section 1. Club Year. The club's fiscal year shall begin on the first day of January and end on the thirty-first day of December. 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. Nominations to the Board. No person may stand for election to the board unless nominated in accordance with this section.

- a. During the month of November prior to an election year, the board shall selected up to three members, at least one of whom will be a board member, to serve as a nominating committee.
- b. Also in November prior to an election year, the president shall inquire of each board member as to his or her willingness to stand for reelection, and shall promptly inform the nominating committee of any persons wishing to step down.
- c. Any club member wishing to stand for election to the board of directors shall notify the recording secretary on or before November 30, and the recording secretary will so inform the nominating committee. The notice from the club member to the recording secretary shall summarize the candidate's qualifications, and indicate a willingness and ability to attend board meetings.
- d. The committee may recruit candidates in addition to accepting self-nominations as provided for above.
- e. At its discretion, the committee shall create a slate of candidates for the board, and provide it to the recording secretary on or before January 31.

f. The notice of the annual meeting shall include the slate.

Section 3. Annual Meeting. The annual meeting shall be held in the month of March. In an election year, board members shall be elected from the slate referenced in Section 2(f). Newly elected members shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the election. A brief board meeting shall be held immediately following the annual meeting for the purpose of electing officers.

Section 4. Board Elections. At the annual meeting, the membership will be presented with a motion to accept the slate by acclamation. Voting on this motion shall be by a show of hands, with votes in favor signifying that the voter approves of taking a single vote for the entire slate by a show of hands. If this motion carries, the membership will be presented with a motion to accept the slate *in toto*. Voting shall be by a show of hands, with votes in favor signifying that the voter approves of electing the entire slate. If either vote fails to pass, the election shall proceed by written ballot permitting a yes or no vote on each candidate.

Article VI - Committees

Section 1. The board may each year appoint standing committees to advance the work of the club in such matters as Tracking Tests, Sanctioned Tracking Matches, tracking clinics, trophies, annual prizes, membership and other fields which may well be served by committees. Committee recommendations 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. The president is an ex officio member of all committees.

Article VII - Removal

Section 1. American Kennel Club Suspension. Any member who is suspended from the privileges of The American Kennel club automatically shall be suspended from privileges of this club for a like period.

Section 2. Rejection of Application. The board may, in its discretion, decline to accept any membership or renewal application.

Section 3. Removal of Board Member. A board member may be removed only by a two-thirds vote of the board members present at a special meeting or during an executive

session of a regularly scheduled board meeting so long as the notice for said meeting has included a statement of that purpose.

Article VIII - Amendments

Section 1. Proposal to Amend. Amendments to the by-laws may be proposed by the board or by written petition addressed to the recording secretary signed by no fewer than twenty percent of the voting members in good standing. The petition must include the text of the proposed change. Upon receipt of a petition to amend the by-laws, the board shall promptly consider the petition, make a recommendation to the membership, and schedule a vote on the amendment at the next annual meeting. Notice of the vote shall be given in advance of the annual meeting and shall include copies of the petition, the proposed amendment, and the board's recommendation.

Section 2. Vote to Amend. Amendment of the by-laws requires a two-thirds vote of the members (including board members) present and voting.

Article IX - Dissolution

Section 1. The club may be dissolved by the 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 re-organization, 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 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.

Article X - Order of Business

Section 1. Agenda. At the annual meeting or any meeting at which club members may vote, the agenda and order of business shall be prescribed by the board and included in the notice of the meeting.

Section 2. Minutes. Minutes shall be taken by the recording secretary or designee and shall consist at a minimum of the date, time and place of the meeting, the names of those present, the text of motions made and the votes taken on each motion. Minutes are available to members upon request.