

SONORAN DESERT SCENT WORK CLUB

CONSTITUTION

Articles.of.Incorporation

ARTICLE I

Name and Objects

Section 1. The name of the Club shall be Sonoran Desert Scent Work Club (SDSWC).

Section 2. The Objectives of the Club shall be:

- a. To further the advancement of and do all in its power to protect and advance the interests of scent work trials and to conduct scent work trials and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club;
- b. To provide opportunities for education, training, to practice and build on the natural ability of dogs to excel in scent work and to include junior competition and judge's education;
- c. To model and encourage good sportsmanship in all Club endeavors and activities;
- d. To develop and provide meaningful outreach to area dog organizations and the general public for the purpose of expanding participation in AKC scent work training and competitions.

Section 3. 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 individual member.

Section 4. 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 and Dues

The types of membership described below shall be open to all persons who are in good standing with the American Kennel Club (AKC) and who subscribe to the purposes of this Club. Although membership is unrestricted as to residence, the Club's primary focus is on scent work exhibitors in southern Arizona.

Section 1: Eligibility - There shall be three (3) types of membership:

- a. An individual member enjoys all the privileges and duties of the Club including the right to vote and hold office;
- b. A household membership includes two persons who reside in the same residence. Both individuals in a household membership will each enjoy all of the privileges and duties of the Club including the right to vote and hold office. Each member in a household is entitled to a separate vote.
- c. A junior membership open to minors between the ages of 12 and 18. This is a non-voting/non office holding membership which will automatically convert to regular membership at age 18.

Section 2: Dues - Membership dues shall be an amount designated by the Board of Directors each year and shall not exceed \$50 for an individual member or \$55 for a household membership. Junior membership dues shall not exceed \$25. Dues are due and payable on July 1st and are past due on August 1st after which all privileges including the right to hold office and to vote shall be suspended.

Section 3: Election to Membership - Each applicant for membership shall apply on a form as approved by the Board of Directors of the Club and which shall state that the applicant agrees to abide by the Constitution and Bylaws of the Club and the rules of the American Kennel Club. The form shall include the signature of a member sponsor in good standing with the Club and shall be accompanied by the first year's dues payment and sent to the Secretary of the Club who will present the application to the Board of Directors at the next meeting for consideration. If determined to be in order by the Board, the application shall be presented to the membership for vote. If approved by a two-thirds (2/3) majority of the membership by secret ballot, the candidate will be granted membership in the Club. Candidates whose application has not been accepted by the Board or Membership may not reapply for a period of one year.

Section 4: Termination of Membership - Memberships may be terminated:

- a. by.resignation upon written notice to the Recording Secretary, provided such member is not in debt to the Club. Dues obligations are considered a debt to the Club and they are incurred on the 1st day of each fiscal year;
- b. lapsing, which occurs when a member's dues remain unpaid 90 days after the first day of the fiscal year;
- C. by.expulsion, a membership may be terminated by expulsion as provided in Article VI of these Bylaws;
- d. when membership is terminated for any reason the former member shall return to a Club representative any and all Club property within 30 days.

ARTICLE II

Meetings and Voting

Section 1: Annual Club Meeting - The annual meeting of the Club will be held in the greater Tucson area during the second quarter of the Club year, during the month of June, at such hour and place as may be designated by the Board of Directors. The meeting may be held in person or by electronic means accessible by all members of the Club. Electronic notice of the meetings shall be sent by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the members in good standing.

Section 2: Regular Club Meetings - Regular club meetings shall be held in the greater Tucson area at least four (4) times a year and shall be held at a date and time designated by the Board of Directors. The meeting may be held in person or by electronic means accessible by all members of the Club. Written notice of each meeting shall be sent by the Secretary at least three (3) days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the members in good standing.

Section 3: 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 may be called 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 Tucson area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. The meeting may be held in person or by electronic means accessible by all members of the Club. Notice of such a meeting shall be sent by the Secretary at least five (5) days and not more than 15 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 there at. The quorum for such a meeting shall be 20 percent of the members in good standing.

Section 4: Board Meetings._ Meetings of the Board of Directors shall be held at least four (4) times a year within the greater Tucson area at such hour and place as may be designated by the Board. Notice of each meeting shall be sent by the Secretary at least three (3) days prior to the date of the meeting. The meeting may be held in person or by electronic means accessible by all members of the Board. The quorum for such a meeting shall be a majority of the Board.

Section 5: Special Board Meetings - Special meetings of the Board may be called by the President or by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings may be held in person at a location within the greater Tucson area or by electronic means at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Notice of such meeting shall be sent by the Secretary at least five (5) days and not more than 10 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 6: Voting - Each member (individual or household) 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 they are present. Proxy voting is not permitted for any Club motion or election.

ARTICLE III

Directors and Officers

Section 1: Board of Directors - The Board shall be comprised of the Officers and two (2) Directors all of whom shall be members in good standing and all of whom shall be elected for two-year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. The terms of the President, Secretary, and one Director shall coincide and be staggered with the terms of the Vice-President, Treasurer, and one Director so that a continuum of leadership shall exist within the Board. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2: Officers._ The Club's officers will consist of the President, Vice President, Secretary, Treasurer, and Directors who shall serve in their respective capacities as outlined below:

- 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 matters of which a record shall be ordered by the Club, shall have charge of the

Amended August 25, 2026

correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, work with the Treasurer to keep a 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 President will serve as a secondary signer on all bank accounts, however, only one signature shall be required on checks. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting of the condition of the Club's finances outlining the income and expenses not before reported; and at the annual meeting a summary accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall notify the membership when dues payments are due and payable and coordinate the membership database of the Club. The Treasurer shall provide such documents as needed for periodic financial reviews, either in-house or by independent third-party auditors;
- e. Director(s) shall assist with the governance of the Club and carry out such duties as are assigned by the Board;
- f. All officers shall be bonded or insured in such amount as the Board shall determine.

Section 3: Vacancies - Any vacancies occurring on the Board or among the officers 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 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 1st day of January and end on the last day of December. The Club's official year shall begin on 1st day of July and end on the last day of June.

Section 2: Annual Meeting - The annual meeting shall be held in June at which the results of any election shall be announced. Newly elected officers shall take office as of July 1st of the current year. Each retiring officer shall turn over to the successor in office all properties and records relating to that office by July 31st.

Section 3: Elections - In the event of a contested election, the nominated candidate receiving the greatest number of votes for each office shall be declared elected.

Section 4: Nominations - No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. During the month of November, the Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one of whom may be a member of the Board and shall designate one of the nominated to be the Chair of the Nominating Committee. The Chair shall schedule a meeting of the Committee, which shall be held on or before December 15th.

- a. The committee shall nominate one candidate for each office plus one Director for positions on

Amended August 25, 2026

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 no later than January 15th send to each member notice of the slate of candidates proposed by the Nominating Committee and inform the members that additional nominations may be made by petition signed by five (5) members in good standing along with a statement from the proposed candidate of a willingness to serve. Such petitions are due to the Secretary no later than February 15th;
- c. In the event of a contested election, the Secretary shall prepare a ballot listing the names of all candidates for each office which will be distributed to the membership at the February meeting. In the absence of a contested election it is assumed that the slate prepared by the Nominating Committee is elected;
- d. The results of the election shall be announced at the annual meeting;
- e. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE V Committees

Section 1: The Board may each year appoint standing committees to advance the work of the Club. 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: 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 automatically shall be suspended from any of the privileges of this Club for a like period.

Section 2: Charges - An individual member may prefer charges against another individual 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 \$100.00, 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 or present them at a Board meeting called for that purpose, 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 allege conduct which would be prejudicial to the best interests of the Club, it may refuse to entertain jurisdiction and the deposit shall be returned to the complainant. If the Board entertains jurisdiction of the charges, it shall set a date for a hearing of the Board not less than three (3) weeks nor 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/her own defense

Amended August 25, 2026

and bring witnesses if he/she 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 that regard. Should the 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 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 case, the suspension shall not restrict the respondent's right to appear before his/her fellow members at the ensuing Club meeting at which the Board's recommendation shall be considered. 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 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 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The respondent shall have the privilege of appearing in his/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 respondent, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds (2/3) vote of those 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: Amendments to the Constitution and Bylaws may be proposed by the Board 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 and must be submitted to the members within three (3) months of receipt, and written notice of such shall be sent the membership at least two (2) weeks prior to the meeting at which the amendments will be considered.

Section 2: The Constitution and Bylaws may be amended by a two-third (2/3) vote of the members present and voting by secret vote at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and provided to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE VIII Dissolution

Section 1: The Club may be dissolved at any time by the written consent of not less than two-thirds (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 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 IX Order of Business

Section 1: 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
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

Section 2: 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
- Reports of committees
- Unfinished business
- New business
- Adjournment

ARTICLE X 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 by the Board: August 4, 2026

Adopted by the Membership: August 25, 2026