



UNITED STATES AUSTRALIAN SHEPHERD ASSOCIATION CONSTITUTION AND BYLAWS

Effective January 5, 2000

Constitution

Article I - Name and Objects

Section 1. The name of the Club shall be the United States Australian Shepherd Association.

Section 2. The objects of the Club shall be:

- a) to encourage and promote quality in the breeding of pure-bred Australian Shepherds and to do all possible to bring their natural qualities to perfection;
- b) To encourage the organization of independent local Australian Shepherd Association Specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club;
- c) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which the Australian Shepherd shall be judged;
- d) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, herding trials, obedience trials, agility trials, tracking tests, and all other club related activities;
- e) To conduct sanctioned matches and specialty shows, herding trials, obedience trials, agility trials and tracking tests under the rules and regulations of The American Kennel Club.

Section 3. The Club shall not be conducted or operated for profit or remainder or residue from 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 as may be required to carry out these objects.

Bylaws

Article I – Membership

Section 1. Eligibility and types of membership: There shall be four types of membership open to persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this club.

- a) Individual membership is open to all persons eighteen years of age or older, residing in the United States who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club. Individual memberships are entitled to one (1) vote and are eligible for annual non-cash awards and to hold office without remuneration.
- b) Dual memberships are open to persons eighteen years of age or older residing in the United States and residing in the same household. Dual memberships are entitled to two (2) votes. Dual memberships are eligible for annual non-cash awards and to hold office without remuneration.
- c) Junior membership is for all persons 10 to 18 years of age residing in the United States. Junior members may not vote or hold office but may compete for annual non-cash awards. Junior members will not receive the Australian Shepherd Journal.
- d) Foreign membership is open for all persons that are not residents of the United States. Foreign members are not eligible to vote or hold office. Foreign members are eligible to compete for annual non-cash awards.

All classes of membership except for Juniors will receive the Australian Shepherd Journal, the official publication of the United States Australian Shepherd Association, Inc.

Section 2. Dues. During the month of November, the Treasurer, or Membership Chair as directed by the Treasurer, shall send to each member a statement of his dues for the ensuing year. For a voting member, dues shall not exceed \$100.00 per year, payable on or before the 1st day of January of each year. Dues will be set by the Board of the United States Australian Shepherd Association, Inc. and may be changed when necessary. Membership types per year are as follows:

- Individual member
- Dual Member
- Junior - fee waived
- Foreign

All dues are payable in US currency only. No member shall vote whose dues are not paid for the current year.

Section 3. Election to the membership. Each applicant for membership shall apply on a form as approved by the board of Directors and which shall provide that the applicant(s) agrees to abide by these constitution and bylaws and the rules and regulations of The American Kennel Club. The application shall state the name, address and occupation of the applicant(s). Accompanying the application, the prospective member shall submit dues payment for the current year. The applicant's name and address shall be published in the club's next monthly newsletter. If the applicant(s) is not protested in writing in 30 days, the application is automatically accepted. If the applicant is protested in writing, the Board will review and vote on the applicant(s). Applicant may be elected by a secret ballot at any meeting of the Board of Directors or by secret vote of the Directors by mail. Affirmative votes of 2/3 of the Directors present at the meeting of the Board or of 2/3 of the entire Board voting by mail shall be required to elect an applicant. An application which has received a negative vote by the board may be presented by a Club member at the next annual meeting of the Club and the Club may elect, by secret ballot, such applicant by favorable vote of 75% of the members present and voting, provided a quorum as specified in Article II, Section 1., of these Bylaws is present.

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

- a) by 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) 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. Dues must be received by the Club before April 1 of the fiscal year. Such members will be dropped from the Club roster and must reapply for memberships. 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.
- c) By expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

Article II - Meetings

Section 1. Annual Meeting. The annual meeting of the Club shall be held in the month of March, April or May in conjunction with the Club's National Specialty if possible, at a place, date and hour designated by the Board of Directors. Notice of the annual meeting will be published in the Club's newsletter at least 30 days prior to the date of the meeting. The quorum for the annual meeting shall be 10% of the members in good standing.

Section 2. Special Club meetings. Special club meetings may be called by the President or by majority vote of the members of the Board who are present at a meeting of the Board or who vote by mail; and shall be called by the Secretary upon receipt of a petition signed by 10% of the members of the club who are in good standing.

Section 3. Board meetings. The first meeting of the Board shall be held in January, after the elected Officers and Directors take office on January 1st as stated in Article IV, Section 1. Meetings of the Board of Directors shall be held at such times and places as are designated by the President or by majority of the entire board. Written notice of each such other meeting shall be prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board voting in person or by mail. Telephone conference calls may be used as Board meetings. Meeting notice shall be by US Mail or electronic mail sent by the Secretary to each member of the Board at least 14 days prior to the date of the meeting. The quorum for a board meeting shall be a majority of the Board present. Officers and Directors missing two or more meetings or teleconference calls (designated as a Board meeting) in a year without proper notification to any board member or without due cause, will be subject to removal from office and replacement as per Article III, Section 3.

Section 4. The Board of Directors may conduct its business by mail through the Secretary, telephone, or fax machine. Items voted upon by telephone conference call must be confirmed in writing within 7 days.

Article III - Directors and Officers

Section 1. Board of Directors. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and five other persons (known as the Board of Directors), all of whom shall be members in good standing a minimum of two years and who are residents of the United States. They

shall be elected for two-year terms as provided in Article IV, and shall serve until their successors are elected. No member shall hold the same office or Board seat for more than two consecutive terms. 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. In addition, once the two year term of office is expired, the immediate past President may sit on the Board for a period of one year in a non-voting, advisory capacity only and may attend any and all Board meetings.
- b) The Vice-President shall have the duties, exercise and 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 votes taken by mail and of all matters of which a record shall be ordered by the Club. He/she shall have charge of the correspondence, notify members of meetings, notify new members of their election membership, notify officers and Directors of their election to office, 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. He/she shall deposit the same in a bank approved by the Board, in the name of the Club. His/her books shall at all times be open to inspection of the Board and shall report to them at every meeting the condition of the club's finances and every item or receipt or payment not before reported; and at the annual meeting shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

Section 3. American Kennel Club Delegate: The club shall elect, from its membership, a Delegate to the American Kennel Club, whose qualifications are not inconsistent with the Constitution and Bylaws of the American Kennel Club. The Delegate shall be elected in the same manner as the Officers and Directors as described in Article IV.

The Delegate is elected to a two year term and shall serve until his successor is elected and accepted by The American Kennel Club. Among other duties, it shall be the duty of the Delegate to attend the meetings of The American Kennel Club and represent the Club in accordance with the instructions of the Board of Directors. The Delegate shall report to the Club all actions and matters discussed at the AKC's quarterly meetings.

Section 4. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled for the remainder of the unexpired term by a majority vote of all the then members of the Board; 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, Voting, Nominations, Elections

Section 1. Club Year. The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club's official year shall begin January 1st and shall continue until December 31st. The elected officers and directors shall take office on January 1st and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the results of the election are known.

Section 2. Voting. At the annual meeting or at a special meeting of the club voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of officers and directors and amendments to the constitution and bylaws and the standard for the breed which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

Section 3. Annual Election. For the election of officers, directors, and delegate to The American Kennel Club, (who may, but need not be a director or officer of the Club), the vote shall be conducted by secret ballot. Ballots to be valid must be received by December 15th. Ballots shall be counted by three inspectors who are members in good standing and neither members of the current Board nor candidates on the ballot and who shall be chosen in advance by the Board; or by an independent professional firm chosen by the Board to send, receive and count the ballots. The person receiving the largest number of votes for each position shall be declared elected. If any nominee is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 3.

Section 4. Nominations and Ballots. No person may be a candidate in a Club election who had not been nominated in accordance with these bylaws. A Nominating Committee shall be chosen by the Board of Directors before July 15th. The committee shall consist of three members from different areas of the USA, and two alternates, all members in good standing, no more than one of whom may be a member of the current Board of Directors. The Board shall name a chairman for the committee. The Nominating Committee may conduct its business by mail, telephone or fax machine.

- a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each other position on the Board of Directors and shall procure the acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The Committee shall then submit its slate of candidates to the Secretary who shall mail the list, including the full name of each candidate and the name of the state in which he resides to each member of the club on or before August 15th, so that additional nominations may be made by the members if they so desire.
- b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received at his/her regular address on or before October 15th, signed by five members and accompanied by the written acceptance of each additional nominee signifying his willingness to be a candidate. With the exception of the AKC Delegate, no person shall be a candidate for more than one position.
- c) If no valid additional nominations are received by the Secretary on or before October 15th, the Nominating Committee's slate shall be declared elected and no balloting will be required.

- d) If one or more valid additional nominations are received by the Secretary on or before October 15th, he/she (or an independent professional firm designated by the Board) shall, on or before November 1st, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with names of the states in which they reside, together with a blank envelope and a return envelope addressed to the Secretary (or designated professional firm) marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter after marking his ballot shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Secretary (or designated professional firm). The inspectors of election (or designated professional firm) shall check the returns against the list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting which shall be announced by mail.
- e) Nominations cannot be made in any manner other than as provided above.

Article V- Committees

Section 1. The Board may each year appoint standing committees to advance the work of the club in such matters as dog shows, herding trials, obedience trials, agility trials, tracking tests, trophies, annual prizes, membership and other fields which may well be 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. 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 service has been terminated.

Article VI - Discipline

Section 1. United States Australian Shepherd Association Suspension. Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this club.

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the club or the breed. 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 or a committee 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, 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 or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club or of the breed it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board or a committee of not less than three members of the Board, not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

Section 3. Board hearing. The Board or committee 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 complainant and defendant, the Board or committee may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six months. And, if it deems that punishment insufficient, it may also recommend to the membership that penalty be expulsion. In such case the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing club meeting which considers the recommendation of the Board or committee. Immediately after the Board or committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member from the club may be accomplished only at the annual meeting of the club following a hearing and upon recommendation of the Board or committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendation. And shall invite the defendant, if present, to speak in his own behalf. The meeting shall then vote by secret ballot on the proposed expulsion.

Article VII - Amendments

Section 1. Amendments to the Constitution and Bylaws and to the Standard for the Breed may be proposed by the Board of Directors or by written petition addressed to the Secretary 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 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. The Constitution and Bylaws or the Standard for the Breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the date of the mailing, accompanied by a ballot on which he may indicate his choice for or against the actions to be taken. Dual-envelope procedures described in Article IV, Section 4 (d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date of mailing by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

Section 3. AKC approval. No amendment to the Bylaws or the Standard of the Breed adopted by the Club shall take effect until it has been approved by the Board of Directors of the American Kennel Club. Within 30 days of adoption by the Club, the Secretary shall submit a copy of any amendment to the American Kennel Club along with the minutes of its adoption. Following approval by the American Kennel Club such amendments and the effective date shall be published to the members.

Article VIII - Dissolution

Section 1. The club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, other than for purposes of reorganization, whereto 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 of Directors.

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
- Report 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
- Report of Committees
- Unfinished business
- Election of new members
- New business
- Adjournment

Article X - Parliamentary Authority

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 special rules of order the club may adopt.