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The Boise Australian Shepherd Club
Bylaws

FILE

Article 1 -- General Provisions

Section 1.1 Identification

The name of this organization is the Boise Australian Shepherd Club. The Club is an official affiliated club of the Australian Shepherd Club of America, Inc. (ASCA), and shall not affiliate with any other dog club or registry. The names, logos, trademarks and service marks of ASCA may not be used by the Club or it's members unless authorized by ASCA.

Section 1.2 Address

The business / mailing address of the Club at the time of adoption of these bylaws is that of the Affiliate Representative. The business address of the Club may be changed at any time by a vote of the Board of Directors.

Section 1.3 Non-Profit Status

The Club shall not be conducted or operated for profit. No part of any profit or remainder or residue from dues or donations to the Club shall inure to the benefit of any member.

1.31 The club may not engage in any form of discrimination that adversely affects ASCA's tax-exempt status under Internal Revenue Code Section 501 (C)(7).

Section 1.4 Objectives

The objectives of the Club are:

- 1.41 To encourage and promote the breeding of purebred Australian Shepherds in such a manner as to bring their natural qualities to the highest degree attainable. It shall strive to educate and assist all owners of the breed to improve their knowledge of the breed and its history.
- 1.42 To protect and advance the interest of the Australian Shepherd breed and to encourage ethical breeding practices and sportsmanlike competition at all dog shows and trials.
- 1.43 To conduct Conformation Shows, Obedience Trials, and other events under the rules and regulations of ASCA.
- 1.44 To encourage all breeders to accept the breed standard adopted by ASCA as the only standard of excellence by which the breed shall be judged.

Approved by BOD on 4/6 teleconference unanimous
Sent notice to Catherine McNeill @ 4/7 @ 8:51 AM

Article II – Order of Business and Procedures

'Roberts Rules of Order Newly Revised' shall govern any matter of procedure not specifically addressed by these Bylaws, unless the Board of Directors establishes another order of procedure.

Article III – Membership

Section 3.1 *Eligibility*

- 3.1.1 Voting membership shall be open to all persons who are in good standing with the Australian Shepherd Club of America, Inc. and the Boise Australian Shepherd Club and who shall subscribe and adhere to the principles and objectives of this Club. Persons who are presently suspended or expelled from ASCA may not apply for membership in this Club until they are reinstated in ASCA. Both voting and non-voting memberships shall be unrestricted as to race, color, creed, or sex, and ownership of an Australian Shepherd shall not be a requirement of membership.
- 3.1.2 Each applicant for membership shall apply on a form approved by the Club. The form shall provide that the applicant agrees to abide by the Constitution, Bylaws, Rules, Regulations, Code of Ethics, and Rules for Resolution of Disputes of both ASCA and the Club. Dues shall accompany the application.
- 3.1.3 Any person who renews membership is deemed to have consented to all current terms of the Constitution, Bylaws, Rules, Policies, Procedures, and Rules for Resolution of Disputes of both ASCA and the Club.

Section 3.2 *Types of Membership*

- 3.2.1 *Individual Membership* shall be open to any individual meeting eligibility requirements, and shall have one vote.
- 3.2.2 *Family Membership* shall be open to any legal adult or guardian and the resident members of their immediate family household who meet eligibility requirements. Voting memberships shall be vested in members of the family over age 18 and junior non-voting memberships shall be vested in all minor children of the family. Dues shall be pro-rated at full payment for head of household and ½ payment for all additional family members who desire membership.
- 3.2.3 *Junior Non-voting Membership* shall be open to anyone under age 18 and not living with a Club member. Dues shall be ½ of individual membership dues.
- 3.2.4 *Honorary Life Membership* shall be open to a non-paid, voting membership offered to those persons selected by unanimous vote of the Executive Board to receive such special membership. Honorary memberships will be offered

periodically to honor a person for his / her outstanding service to this Club, or to the Australian Shepherd and its fancy.

3.2.5 *Subscription Membership* shall be any person or organization desiring membership for the sole purpose of receiving mailings of the club. This membership has not voting rights.

3.2.6 Membership in the club is not transferable.

Section 3.3 *Election to Membership Procedures*

The Board of Directors admits an applicant to membership only upon approval.

Section 3.4 *Dues* - Annual dues of an amount determined by the Executive Board shall be payable on each January 1. Members whose dues are in arrears on the first day of February shall be considered lapsed in membership. Dues shall be determined by the financial needs of the Club and will be changed upon reasonable notification of members.

Section 3.5 *Termination of Membership*

3.5.1 *By Resignation* – any member may, by written request, resign from membership in the Club. Dues are considered a debt to the Club and will not be refunded.

3.5.2 *By Lapsing* – any member whose dues remain unpaid by February 1 of any fiscal year will be considered lapsed in membership.

3.5.3 *By Suspension and / or Expulsion* – any member who is disciplined by ASCA is deemed disciplined to the same extent by the Club. Any member may be terminated by expulsion as provided in Article XIII of these Bylaws.

3.5.4 *Reinstatement* – Upon written request signed by a former member and filed with the Secretary, The Board of Directors may, by affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership in the Club on such terms as the Board deems appropriate.

Section 3.6 *Good Standing* - A member in good standing is a member who: has paid all dues owing, has no outstanding monetary obligation to the Club, has no obligation of responsibility to the Club, (e.g. an outgoing officer's responsibility to transfer Club records or property to a successor), any member who is not suspended or expelled from ASCA.

Article IV – Club Business

Section 4.1 *Fiscal Year* - The Club's Fiscal year is from January 1 to December 31.

Section 4.2 *Membership Meetings*

- 4.2.1 Shall be determined by the Executive Board. One or more general meetings shall be held annually. Members shall be notified of all meetings not less than 15 days prior to the selected date.
- 4.2.2 The Executive Board shall meet not less than six times yearly to conduct business of the Club. The President may call special meetings of the board at any time, with 15 days notice to the members of the Executive Board.
- 4.2.3 Special meetings of the general membership may be called by written request of 25% of the general membership in good standing. A special meeting may only be called by the written petition to the Board of Directors. The petition must be given to the Board at least 30 days before the desired special meeting. The Secretary shall provide notice to the general members by telephone, fax or mail at least 15 days before the meeting.

A quorum shall consist of a majority of the Board. The presence of a quorum is necessary for all voting. Unless otherwise specified in these Bylaws, any matter may be passed by the Board of Directors by a simple majority of those Directors present to vote. All meetings of the Board of Directors may be attended by general members except when considering matters of discipline. Only members of the Board and the person whose conduct is in question may be present.

Section 4.3 *Voting* - Any member may have one vote at any general meeting at which he / she is present. Proxy voting is permitted.

Section 4.4 *Balloting* - Voting by balloting of the entire membership may only be permitted in special cases as determined by these Bylaws.

In cases of voting by balloting of the membership, a majority of 51% of the total Club membership roll shall be required to carry a decision. Should such balloting fail to elicit sufficient response from the membership to effect a decision, the question shall be brought before the membership present at the next general meeting of the Club and voted upon at that time. Such majority vote shall then be considered sufficient to effect all decisions of the Club.

Article V – The Executive Board

All affairs of the Club shall be managed by the Board of Directors.

Section 5.1 *Membership* - The Executive Board shall consist of all officers of the Club, and up to two additional club members appointed by the President from the general membership. Members of the Board shall serve a two-year term of office and shall be expected to attend a majority of meetings of the Board to affect the duties of their office.

Section 5.2 *Assumption of Office*

The new Board shall assume office immediately after the meeting at which they were elected. In the case of disputed elections, the former Board will serve until the dispute is resolved. The new Board shall assume office immediately after a disputed election is resolved.

Section 5.3 *Responsibilities*

The Executive Board shall be vested with general management and supervision of all Club business and affairs, and it shall be empowered to appoint such committees as may be deemed necessary to advance the work of the Club. All committees and each of their members shall be subject to the authority of the Board, and may be terminated or replaced by the Board at any time.

Section 5.4 *Accountability*

Actions and decisions of the Executive Board may be subject to review of the general membership at any time, by written petition of the members or by request of the President.

5.4.1 Any five members, not of the same household, or the President, may petition the Secretary in writing to hold a balloting of the membership concerning any decision that may not be in the best interest of the Club.

The Secretary shall then ballot the membership for a decision on the issue, and a general membership meeting shall be called not less than 30 days.

Article VI – Officers

The officers of the Club shall consist of the President, Vice President, Secretary and Treasurer. All officers must be members in good standing of ASCA. Persons who are presently suspended or expelled from ASCA may not run for office in this Club until they are reinstated in ASCA.

Section 6.1 *President* – shall preside over all meetings, chair the Executive Board, and exercise supervision over all affairs and activities of the Club. He / she shall be a member ex officio of all committees, and shall have all powers and duties normally appropriate to this office. Refer to Robert's Rules of Order Newly Revised for the President's voting privilege.

Section 6.2 *Vice President* – shall assume the duties of the President during his / her absence, illness or incapacity. In the event of resignation or death of the President, the Vice President shall assume the office of President for the remainder of his / her term of office, and a replacement for Vice President shall be appointed by the Executive Board for a like term of office.

Section 6.3 *Secretary* – shall keep all records of the Club (including membership records), record the minutes of all Board and general membership meetings, give notice to all members as may be required, and maintain all correspondence for the Club. The Secretary shall notify officers and Directors of their election to office.

Section 6.4 *Treasurer* – shall be entrusted with all financial records and monies of the Club. His / her books shall be open to inspection of the Executive Board at all times, and he / she shall report the status of the Club's finances at each general membership meeting. At the closing of the fiscal year, shall render a written report of the previous year's account to the general membership at its next meeting (or annual meeting). The Treasurer has the duty of a fiduciary to the Club.

Section 6.5 *Vacancies* – any vacancies occurring on the Executive Board or among the officers of the Club shall be filled until completion of that term of office by a majority vote of the Executive Board at its next regular meeting following the creation of the vacancy; except for the office of the President as provided in these bylaws. Any member of the Executive Board or officer of the Club who is absent from more than three meetings of the Executive Board shall be assumed to have resigned by reason of absence.

Section 6.6 *Affiliate Representative* – shall be the Club liaison representative to ASCA and be empowered to represent the Club at its Executive Board in all business and correspondence with the parent Club and its affiliates. However, all activities of the affiliate representative shall be subject to prior approval of the President and / or the Executive Board. He / she shall give report of all activities of, and communications with the parent Club at each general membership meeting; and he / she shall communicate all impending matters with the Executive Board and / or the President as they arise.

Section 6.7 – *Show Coordinators* - shall be appointed by the Board of Directors. The show coordinators are the liaison between the Club and the ASCA show office. Show coordinators sign and are responsible for all paperwork pertaining to all ASCA show / trial programs.

Section 6.8 – *Club Records* - Each officer is responsible for maintaining records appropriate to the officers Club business. Records must be maintained in a form easily readable, transportable and maintainable by anyone qualified for the office. All records kept of whatever nature or forms are the property of the Club. Each officer is responsible for transferring the Club's records to his / her successor within 14 days following an election. Either the outgoing or incoming officers unexcused failure to affect this transfer automatically removes that person from good standing. If the incoming officer is the person preventing the transfer, the outgoing officer will continue in office until the transfer is completed.

Section 6.9 – *Removal of a Director* – A Director may be removed from office only upon an affirmative vote of four of the other Directors or upon a two-thirds vote of the general membership. The Director sought to be removed may not vote for this purpose. A Director may be removed from office only for cause.

Article VII – Liability of Members

Section 7.1.1 *Personal Liability* – Except for payment of dues, no director, officer, or member shall be personally liable for any past or present debt or obligations of the Club.

Section 7.1.2 A member who incurs debt for the Club without approval of the Board of Directors is personally liable for the debt. However, the Board of Directors may ratify such a debt by a simple majority of those Directors present to vote at any meeting of the Board of Directors.

Section 7.1.3 No person shall use the name, mailing list, or official insignia of the Club for other than Club purposes without written authorization of the Board of Directors signed by the President or Secretary of the Club.

Article VIII – The Club Year, Annual Meetings

Section 8.1 *Fiscal Year* - The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December.

Section 8.2 - *Annual Meetings* – An annual meeting may be called by the President and Executive Board as concurrent as possible with the election of new officers every year. Normal conduct of this meeting shall include a report of the President on the activities of the Club's past year, a report by the Secretary on the growth of the Club, a report for the Club's financial status by the Treasurer, a report by the affiliate representative on ASCA affairs, a report by the outstanding committee heads as directed by the President, installation of new Club officers, and the presentation of Club awards.

Article IX – Nominations and Elections

Section 9.1 – *Nominations* – On or before the 1st day of September, yearly, the President shall appoint a nomination committee which shall compose and present a slate of nominees for election to all officers of the Club and its Executive Board. The nominating committee shall consist of three members in good standing, one of which must be a member of the Executive Board. The President may not serve on the nominating committee. The nominating committee shall select its own Chairman. Said slate of nominees shall be presented to the Executive Board no later than the 1st day of October.

No member whose dues are not paid may be a nominee.

No member who has not consented to nomination may be a nominee.

No member who has been suspended or expelled from ASCA may be a nominee.

Section 9.2 – Presentation to the Membership – During the month of October a general membership meeting shall be called to present the officer / Executive Board nominee slate, as selected by the nominating committee, to the membership; or notice thereof shall be presented to the membership by mail. Additional nominations shall be solicited from the membership from the floor at this time, or by mail. All additional nominees must consent to nomination at that time if nominated from the floor or within 10 days if nominated by electronic means or mail to qualify for nomination.

Section 9.3 – Elections – Elections shall be held during the 4th quarter of the fiscal year and shall be conducted by electronic means or mail. Voting will cease on the 31st day of November. Election of the nominees shall be effected by a majority vote of the ballots received by the close of voting date, or during the annual meeting held during this time, as the single exception to Article III Section 3 of these bylaws. Elected candidates shall assume the duties of office on or before the 31st day of December. Write-in candidates shall not be allowed in balloting. The agenda may also include other issues that the Board wishes to submit to a vote of the members. (See Article XI Section 11.2).

Section 9.4 – Exceptions – Nominations and elections cannot be made in any manner other than as provided herein.

Article X – Contracts, Checks, Deposits and Funds

Section 10.1 – Accounts – All financial accounts shall be in the name and to the credit of the Boise Australian Shepherd Club. The accounts shall be maintained in a federally insured financial institution located in the county where the Club conducts all or a majority of its business.

Section 10.2 – Disbursements – All disbursements shall be made by check signed by the Treasurer and / or either the Secretary or President.

Section 10.3 – Authority - The Board of Directors may authorize one or more officers of the Club to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances:

Section 10.4 – Deposits – All funds of the Club shall be deposited in a timely manner to the credit of the Club in the accounts specified in Section 10.1.

Article XI -- Creation and Termination of Committees

Section 11.1 – *Creation of Committees* – Subject to approval of the Board of Directors, the President may appoint permanent or temporary committees to advance the work of the Club.

Section 11.2 – *Termination of Committees* – A committee may be terminated by an affirmative majority vote of the Board of Directors.

Article XII – Amendments to the Bylaws

Section 12.1 – *Accomplishment of Amendments* – Amendments to the Bylaws may only be accomplished by a vote of the membership of the Club. Amendments may be proposed by the Board of Directors or by written petition signed by twenty-five percent of the members of the Club in good standing and addressed to the Secretary.

Section 12.2 – *Submission of Amendments* – Amendments must be submitted to a vote of the members within three months of any meeting of the Board of Directors in which the amendments were considered. Amendments proposed by petition must be accompanied by recommendations of the Board when published in the agenda for the elections. See Article IX, Section 9.3.

Section 12.3 – *ASCA Approval* – Proposed amendments to these bylaws must be approved by ASCA before a final club vote on these amendments is initiated. Proposed changes to these Bylaws must be submitted to ASCA with the old wording followed by the new wording.

Article XIII – Disputes and Discipline

Disputes between Club members, between a member and the Club or involving non-members and pertaining to Club affairs or a club-sanctioned event, shall be decided in accordance with the 'Rules for Resolution of Disputes' as adopted by ASCA. Any discipline or sanctions issued or administered by the Club shall be in conformity with such rules.

Section 13.1 – *Suspension* – Any member who is suspended from the privileges of the Australian Shepherd Club of America, Inc. automatically shall be suspended from the privileges of this Club for a like period.

Section 13.2 – *Conduct* – All members shall be expected to conduct themselves in a manner which shall uphold the principles of the Club as stated in the constitution, and may, by actions contrary to its ideas, be subject to disciplinary action of the Executive Board.

Section 13.3 – *Rules and Procedures* – All members of the club and non-members participants in Club activities must agree to abide by all rules and procedures adopted by ASCA and those adopted by the Club. Forms for application for membership and for participation in Club activities shall so state. Such rules and procedures include, but are not limited to, these Bylaws, ASCA's bylaws, the ASCA show, Obedience, Tracking and Stock Dog Rules and Regulations and ASCA's Dispute Rules.

Article XIV – Dissolution

The Club may be dissolved at any time by written consent of at least three-fourths of the members in good standing.

Section 14.1 – *Dispersal of Property* – In the event of dissolution, whether by voluntary means, involuntary means, or by operation of law, none of the property, funds, assets or proceeds thereof shall be distributed to any member of the Club unless such distribution is to discharge an undisputed and properly documented obligation of the Club to the member. All remaining Club property, funds, assets, or proceeds thereof must be donated to a benevolent animal organization or as a donation for the ASCA National Specialty or Rescue fund as directed by the Board of Directors.

Section 14.2 – *Funds in Dispute* – Funds, which are subject to dispute involving the Club, will be deposited in the ASCA Dispute Funds Trust. At resolution of the dispute, the amount in dispute will be either disbursed to the appropriate claimant or transferred to the ASCA National Specialty fund or rescues Fund in the name of the dissolving Club.

Section 14.3 – *ASCA Notification* – Written notification of the dissolution must be given to ASCA before the effective date.