

# ***Australian Shepherd Club of Washington***

## **BYLAWS**

### **Article 1 – TITLE**

The title of this club shall be the Australian Shepherd Club of Washington (ASCoFWA).

The Club and ASCA. The Affiliate Club, the Australian Shepherd Club of Washington, is referred to as “the Club” and the Australian Shepherd Club of America, Inc., is referred to as “ASCA.”

The Club is an official Affiliated Club of ASCA and shall not affiliate with any other dog club or registry.

### **Article II – NON-PROFIT STATUS**

- A. The Club shall not be operated for profit. No profit or part thereof or any remainder or residue from dues or donations for the Club’s use shall inure to the benefit of any member.
- B. 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).

### **Article III – PURPOSE**

The primary objectives of the Club are to protect and advance the Australian Shepherd breed. In service of this goal, the Club will:

- A. Encourage and promote the breeding of purebred Australian Shepherds in such a manner as to bring their natural qualities to the highest degree attainable.
- B. Strive to promote, educate, and assist all owners of the breed to improve their knowledge of the breed and its history.
- C. Protect and advance the interest of the Australian Shepherd breed and encourage ethical breeding practices and sportsman-like competition at all our dog activities.
- D. Conduct Conformation Shows, Obedience Trials, Stockdog Trials, and other events in conformity with ASCA rules and regulations.
- E. Encourage all breeders to accept the ASCA Breed Standard as the only standard of excellence by which the breed shall be judged.
- F. Strive to preserve the breed as working stockdogs.

### **Article IV – MEMBERSHIP**

- A. Eligibility: Membership shall be open to all persons eight years or older who are in good standing with ASCA and the Club and who shall subscribe and adhere to the principles and objective of this club. Persons who are currently suspended or expelled from ASCA may not join this club until they are reinstated in ASCA.

Membership in ASCA is not mandatory for membership in the Club.

- B. Application: 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 constitutional aims, Bylaws, Registry Rules, Regulations, and Program Rules, Code of Ethics, and Dispute Resolution Rules of both ASCA and the Club, **as appropriate**.

~~All applications for membership shall be endorsed by two members in good standing.~~

Any person who renews membership is deemed to have consented to all current terms of the constitutional aims, Bylaws, Rules, Policies, Procedures, Dispute Resolution Rules, and any **additional governing documents that may be adopted by ASCA or the Club**.

- C. Good Standing: A member in good standing shall have no outstanding debts to the Club and shall subscribe to and attempt to uphold the Club's Code of Ethics. Any member who is disciplined by ASCA is deemed disciplined to the same extent by the Club.
- D. Votes: Each member 14 years or older in good standing shall be entitled to one vote, in person or by written proxy, which proxy must be presented at the meeting at which the vote is to be cast, designating the person to whom each proxy is given.

#### **ARTICLE V – DUES**

The amount of the annual dues will be set by a vote of the Board of Directors. Written notice of membership renewals shall be given by September 1. Membership fees are due at or before the September meeting. Failure to settle indebtedness to the Club by September 30 shall amount to a violation of the Bylaws and result in suspension of said member for 31 days, during which time the dues shall be paid. Otherwise, the delinquent member will forfeit membership.

#### **ARTICLE VI – OFFICERS**

- A. Officers of this Club shall be the President, Vice President, Secretary, Treasurer, Affiliate Representative, and **Board Member at Large**.
- B. All Officers shall be members in good standing.
- C. All Officers shall be members in good standing of ASCA. Persons who are currently suspended or expelled from ASCA may not hold or run for office in this club until they are reinstated in ASCA.
- D. All Officers shall be elected by the membership as set forth in Article VIII.
- E. All Officers shall serve until their successors are duly elected.
- F. Any member of the Board or Officer of the Club who is absent for more than half of the Club meetings shall have resigned by reason of absence.
- G. The President shall preside at all meetings of the Club at which he or she is present, and shall exercise general supervision over the affairs and activities of the Club.
- H. The Vice President shall assume the duties of the President during the President's absence and shall be responsible for all standing committees and those duties as assigned by the President.
- I. The Secretary shall handle general Club correspondence and matters pertaining to Club meetings and elections. The Secretary shall keep the minutes of all meetings of the Club and the Board of Directors, which shall be an accurate and official record of all business transacted. Upon election of a new member, the Secretary shall send to that member written notice of election and a copy of the Club Bylaws.
- J. The Treasurer shall receive all Club funds and keep them in an account in the Club's name in a bank approved by the membership. At every regular meeting, the Treasurer shall report the condition of the Club finances and shall annually render a detailed account of all money received and spent during the past year. The Treasurer is authorized to pay all obligations incurred by the Club, with the approval of the membership of any single expenditure over \$25. The Treasurer shall retain vouchers for paid bills sustaining or evidencing all disbursements during the term of office. The books shall at all times be open to the inspection of the membership and they may be audited annually as specified by the Board.

Club members shall be held financially responsible for all debts and expenses incurred by said member for Club purposes without authorization by the Board.

- K. **The Board Member at Large shall be a board member who attends meetings and stays current on Club affairs.**
- L. The Affiliate Representative shall be the Club liaison representative to ASCA and be empowered to represent the Club in all business and correspondence with ASCA and its Affiliates. The Representative shall give report of all activities of and communication with ASCA at each meeting, and the Representative shall communicate

all impending matters with the Board and/or the President as they arise. The Affiliate Representative is responsible for distributing all ASCA business to the Club.

- M. The 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 sanctioning pertaining to ASCA-sanctioned programs.

#### **ARTICLE VII – MEETINGS**

- A. Regular meetings of the membership shall be held at such time and place as may be reached by general consensus at each preceding meeting, or as designated by the Board of Directors. Notice of the meetings shall be given by USPS mail or by electronic mail stating the time, place, and purpose of such meetings not less than 10 days before the date of such meetings. Members not having electronic mail or who request a USPS mailing must be so supplied.
- B. A quorum for the transaction of business shall consist of five percent of the members in good standing.
- C. Special meetings of the membership may be called at any time by the President or at the written request of 10 percent of the members in good standing. Notices of all special meetings of the Club shall be mailed to each member at least 10 days before such a meeting.
- D. The Club’s annual meeting shall be held at the regular October business meeting.
- E. No person may hold more than two votes, their own and one proxy, at a meeting.
- F. “Robert’s Rules of Order” shall govern any matter of procedure not specifically addressed by these Bylaws, unless another order of procedure is established by the Board of Directors.

#### **ARTICLE VIII – ELECTIONS**

##### **Annual Elections**

- A. Nominations shall be taken from the membership during September of each year. By October 10, ballots shall be mailed to the last known address of each member in good standing. Marked ballots must be received by an agent of the Secretary, postmarked on or before October 25 of each year, to be counted. Said agent shall be a person so designated or approved by the Board of Directors, who shall tabulate ballots received by November 1 and certify the tally before November 5. Ballots then will be filed with the Club’s records. The Secretary shall send a copy of the certified tally to each member of the retiring Board of Directors. The person so designated or approved by the Board of Directors shall be provided with a checklist of members which shall be retained in case of challenge, and shall tabulate and send the ballots without same having been witnessed by any ASCofWA member.
- B. The annual election of Officers and Directors shall be by authorized mail ballot.
- C. A plurality of the ballots received shall be required for the election of Officers and Directors.
- D. Officers and Directors assume office at a Board meeting during November.
- E. Election results shall be announced to all members during November.

##### **Special Elections**

A vacancy in office shall be filled for the remainder of the term by a simple majority vote at the next business meeting. Until a quorum is obtained for such an election, the Board may fill the vacancy by appointment.

#### **ARTICLE IX – BOARD OF DIRECTORS**

- A. The Board of Directors shall consist of the President, who will act as Chairman; Vice President; Secretary, who will act as Board Secretary; Treasurer; Affiliate Representative; and one member elected to serve at large, who shall attend all meetings but shall vote only when an Officer is absent.

- B. The Board of Directors shall meet at least three times a year.
- C. Directors shall be elected for one-year terms as set forth in Article VIII.
- D. Notice of Board meetings shall be given by mail or telephone to each Board member at least 10 days before each meeting, except in an emergency.
- E. A quorum for the transaction of business shall consist of a majority of the Directors present in person or by proxy.
- F. The Board of Directors shall be a policy-planning body and shall act for the Club in the event of an emergency. The Board shall investigate all matters that may affect the interests or welfare of the Club and submit its recommendations in connection therewith to the members for consideration.
- G. The Chairman of the Board shall call a Directors' meeting during November, before the first general Club meeting after the election, at which the retiring Board shall turn over the business of the Board to the new Directors. Unfinished business and new business needing the Board's attention shall be explained to the new Board, who shall then be considered installed.
- H. Minutes of the Board shall be filed with those of the Club and shall be open to all Club members.
- I. The Board shall ratify whatever committee and chairman thereof are necessary to carry out the stated purposes of the Club, which aren't ratified by the general membership present at a regular meeting.
- J. The Board of Directors shall act as trial board in all disciplinary actions and report its finding to the membership for final disposition.

#### **ARTICLE X – AMENDMENTS**

- A. Proposed amendments to these Bylaws must be approved by ASCA before a final Club vote on these amendments is initiated.
- B. Amendments to these Bylaws may be proposed by the Board of Directors or by a petition addressed to the Secretary signed by 20 percent of the membership in good standing. Proposed amendments shall be considered by the Board, which shall recommend within 15 days approval or rejection. All members shall be notified by mail of the Board's decision at least 15 days before the next business meeting. Notification shall include the complete text of the proposed amendments. All members in good standing may vote on the proposed amendments in person or by proxy at that meeting. Two-thirds of those voting will reject or approve proposed amendments.

#### **ARTICLE XI – DISPUTES AND DISCIPLINARY ACTION**

- A. 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 Dispute Resolution Rules as adopted by ASCA. Any discipline or sanctions issued or administered by the Club shall be in conformity with such rules.
- B. Any member who is suspended from the privileges of ASCA shall automatically be suspended from the privileges of this Club for a like period.

#### **ARTICLE XII – CONSENT TO RULES**

Members of the Club and non-member 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 this agreement. Such rules and procedures include, but are not limited to, these Bylaws, ASCA's Bylaws, Registry Rules when applicable, and the ASCA Show, Obedience, and Stockdog Rules and Regulations, and ASCA's Dispute Resolution Rules.

#### **ARTICLE XIII – DISSOLUTION OF THE CLUB**

- A. Written notification of the dissolution of the Club must be given to ASCA before the effective date of dissolution.
- B. The Club may be dissolved at any time by written consent of two-thirds of the members. Any mailed ballots submitted to the general membership which are not returned within two weeks of the postmark on the envelope in which it was mailed to a member will be considered a YES vote.
- C. Upon dissolution of the Club, any assets remaining after discharge of the obligations of the Club must be donated to a tax-exempt, benevolent animal organization (such as, but not limited to, Aussie Rescue or to the host Club of the next National Specialty).

*The Bylaws were adopted by ASCofWA in the mid 1970s. ASCA mandated incorporation of their Bylaws in 1994. Those Bylaws were incorporated into the body of these Bylaws and further, are amended at the end of this document, as required by ASCA. The minor changes brought forth since that time are explained below, under "Amendments." These Bylaws supersede all previous Bylaws.*

## **AMENDMENTS**

**Article IV: Membership.** This section was modified in May 2006 to remove the requirement of two sponsoring members for membership into the Club.

**Article V: Dues.** This section was modified in August 2004 to remove the stated yearly membership dues cost from the Bylaws and to place it at the discretion of the Board of Directors.

**Article VII: Meetings.** This section was modified in August 2004 to broaden acceptable official Club communication to include electronic mail.

**Article VIII: Elections. A.** This section was modified in December 2000 to allow an Agent of the Secretary to administer yearly balloting duties rather than a Notary or a CPA.

**Article VI – Officers. K.** This section was modified in April 2010 to include the elected Board Member at Large into the list of Club Officers; the old section K then became L. and section L. became M.

retyped LDK 1/2010  
Word version 12.2.3

**PLEASE NOTE: When these changes are finalized, let Linda Kager make corrections to this master copy for distribution as requested and required.**

**PLEASE NOTE: THE ASCA DOCUMENT "A REQUIRED ADDENDUM TO AFFILIATE CLUB BYLAWS" NEEDS TO BE ATTACHED.**