

The Greater Atlanta Australian Shepherd Club

ARTICLE I

Name and Objectives

By-Laws

Section 1. The name of the club shall be the Greater Atlanta Australian Shepherd Club hereby referred to as "the Club".

Section 2. The objectives of the Club shall be:

- a. To encourage and promote the breeding of purebred Australian Shepherds and to do all possible to bring their natural qualities to perfection.
- b. To preserve the versatility of the Australian Shepherd dog by promotion and development of all talents and aspects of the breed.
- c. To urge members and breeders to accept the standard of the breed as approved by the Australian Shepherd Club of America (hereinafter referred to as ASCA) as the only standard of excellence.
- d. To do all in its power to protect and advance the interests of the breed and to encourage sportsman-like competition at all dog related events.
- e. To conduct sanctioned matches, specialty shows, working trials, agility trials and obedience trials under the rules of ASCA.
- f. To urge members and breeders to abide by the Code of Ethics established by ASCA.
- g. To urge members to be a positive representatives of the Club and act in a respectful manner to all.
- h. To establish a set of standing rules to govern the internal policy of the Club.

Section 3. The Club shall not be conducted or operated for profit and no part of any profit or remainder from dues or donations to the Club shall accrue to the benefit of any member or individual.

It is the intent of the club to collect only such dues and fees necessary to defray operation costs and sponsored-activities.

The Club is qualified for exempt status under Section 501 (c)(7) of the Internal Revenue Service Code.

Section 4. The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objectives.

ARTICLE II

Membership

Section 1. Eligibility. Membership is open to any reputable person interested in breeding, promoting, showing and/or owning Australian Shepherds upon acceptance by the Club and who agrees to abide by these by-laws, the articles of incorporation, ASCA rules and regulations and is in good standing with ASCA.

Section 2. Membership shall be open to anyone whose application had been approved by the Board and voted in by a simple majority of the general membership in attendance at the next regular meeting. There shall be five (5) classes of membership as follows:

- a. Single membership shall be open to persons eighteen (18) years and older. Single membership shall allow the person one vote in any voting question.

- b. Family Membership shall be open to any two members of the same family who are eighteen (18) years or older, residing in the same household. Family membership shall also include any juveniles residing in the same household. Family membership shall allow one vote per adult (eighteen years or older) in any voting question.
- c. Junior membership shall be open to any individual under eighteen(18) years of age who wishes to hold an individual membership separate from the "Family Membership". Junior members may not hold office or vote. Junior members may participate as an individual in any Club awards program as defined in the Clubs Policies and Procedures Manual.
- d. Mailing List / Newsletter ONLY members shall be persons entering club activities at any point in the calendar year or person who become members just wishing to receive the newsletter. These members pay dues included in their first entry fee of the year, do not vote and do not hold office. They need not be members of ASCA.
- e. Life members shall be members of the Club who have rendered conspicuous and meritorious service to the Club and to the Australian Shepherd. Life members shall have reached their 60th birthday. Life members pay no dues but they may vote and hold office.
- f. Honorary membership shall be for any person the Club so wishes to honor and who is not already a member of the Club. Honorary members pay no dues, do not vote and do not hold office.
- g. Newsletter ONLY members shall be persons who become members just wishing to receive the newsletter. These members pay dues, do not vote and do not hold office. They need not be members of ASCA.

Section 4. Application for membership

- a. Applicant need not be a member of ASCA to be a member of GAASC, but if applicant is an ASCA member, they must be in good standing with ASCA.
- b. Each applicant for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by these by-laws, the articles of incorporation, and the rules and regulations of ASCA. The applications shall be accompanied by dues for the current year.
- c. All applications are to be filed with the Treasurer who will send the list to the newsletter editor and secretary. New members will be voted in at the next club meeting following receipt of their application.

Section 5. Memberships may be terminated as follows:

- 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 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 for ninety days after the beginning of the fiscal year. In no case, may a person be entitled to vote whose dues are unpaid as of the first day of January. Six weeks after the beginning of the fiscal year, the Treasurer shall send to each delinquent member a statement of dues for the current year. A person whose membership has lapsed may be reinstated when he/she has signified desire for reinstatement in writing prior to the beginning of the next fiscal year, and has paid dues for the current year. A majority vote of the Board members present is the only necessary requirement for reinstatement
- c. Expulsion. A membership may be terminated by expulsion as provided in Article VII of these by-laws.

Article III

Meetings and Voting

Section 1. Club meetings-Meetings shall be held bi-monthly quarterly at regular date and time set by the general membership annually. In the event of extenuating circumstances, this date may be changed by the President. Notice of all regular meetings shall appear in the newsletter. Notice of such meetings shall be mailed not less the 15 days prior to the date of the meetings. The presence of 20% of the voting members shall constitute a quorum.

Section 2. Special Club Meetings-Special Club meetings may be called by the Board of Directors, or by the Secretary upon receipt of a petition signed by 25% of the club members in good standing. Such special

meetings shall be held at such place, date and hour as may be designated by the person or persons authorized herein to call such meeting. Written notice of such a meeting shall be mailed by the Secretary at least 7 days prior to the date of the meeting Any such notice shall state the purpose of the meeting and no other club business may be transacted. A quorum of 20% of the voting members shall be required to transact business.

Section 3. Board Meetings-Meetings of the Board of Directors shall be held bi-monthly quarterly. Notification of such meetings shall be made by the Secretary at least 7 days prior to the date of the meeting A quorum must be present at all board meetings in order to transact business. The quorum for such a meeting will consist of a majority of the Board members in good standing. The board may conduct business by mail, email and by telephone with the approval of the President and a majority of the Board members. The entire transaction must be recorded by the Secretary.

Section 4. Special Board Meetings-Special board meetings may be called by the President or a majority of the Board of Directors at any time. All Board members must be notified at least 48 hours in advance. Any such notice shall state the purpose of the meeting and no other business shall be transacted. A quorum for such a meeting shall be a majority of the Board.

Section 5. Voting-Each active member in good standing shall be entitled to vote(as stated in these bylaws) at any club meeting at which he/she is present Proxy voting will be not permitted.

Article IV

Officers and Directors

Section 1. Board of Directors-The Board of Directors, (hereinafter referred to as the Board) shall coordinate club policies, manage routine business and make recommendations to the membership as necessary. The number of the Directors of the club shall be five (5). Officers and Board Members shall not hold office or board positions with any other Georgia ASCA affiliated club. The officers and directors shall serve for a one year term until they are re-elected or replaced by their successors at the annual meeting (November) (December) as provided in Article V of these by-laws. They shall assume office January 1, the beginning of the fiscal year and serve until December 31, the end of the fiscal year. The Board may at its discretion appoint an honorary Board Member. This person must have contributed to the club for a significant amount of time. This Board member does not vote and is not required to attend Board meetings. This honor is bestowed upon this person to encourage the continued sharing of their knowledge and experience.

Section 2. Officers-The Club's officers shall consist of the President, Vice President, Secretary, Treasurer, Newsletter Editor and Member-at-Large. The Club's officers shall serve in their respective capacities both with regard to the Club and its meetings, and the Board of Directors and its meetings.

a. The President shall preside at all meetings of the Club and of the Board of Directors and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these bylaws. The President shall appoint the Club Affiliate Representative to ASCA. The President shall not vote in any meeting unless necessary to break a deadlock.

b. The Vice President shall have the duties and exercise the power 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 of Directors and of all matters of which a record shall be ordered. He/she shall have charge of all correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their current addresses, and carry out such other duties as are prescribed in these bylaws and/or by the Board of Directors. Within one week following Board and general membership meetings the Secretary shall provide a copy of all minutes to the Newsletter Editor for publication in the next Newsletter.

d. The Treasurer shall collect and receive all monies due or belonging to the Club. He shall deposit the same in a bank designated by the Board of Directors, and in the name of the Club. His/her books shall, at all times, be open to the inspection of the Board, and he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt and payment not previously reported. At the annual meeting, he shall render an account of all monies received and disbursed during the previous fiscal year. The books shall be audited by a committee appointed by the President The Board must approve all expenditures in excess of \$100.00.

e. The Newsletter Editor shall publish a newsletter following any regular or special general membership meeting. For regular issues the Newsletter shall include but is not limited to:

- i. All minutes from Board and General membership meetings yet unpublished
- ii. Committee reports.
- iii. Any and all information pertinent to the club
- iv. All event results (with judges critiques if provided).
- v. Upcoming events.

For special meeting issues the newsletter shall include only minutes from that meeting unless it may be combined with a regular edition in a timely manner.

f. Public Relations Director shall act as publicity chairman for all club events and as Public Relations Director of the Club.

Section 3. Vacancies

a. If any officer or member of the Board fails to attend 3 consecutive regular meetings of the Board of Directors, the office shall be declared vacant. The provisions of this section may be waived by a majority vote of the Board if deemed necessary because of extenuating circumstances. If the office is declared vacant, a new election will be held according to the provisions of Article IV, Section 3b.

b. Any vacancies occurring on the Board of Directors or among the officers during the year shall be filled until the next annual election by a majority vote of the remaining members of the Board at its first regular meeting following the creation of such a vacancy or at a special Board meeting called for that purpose. The only exception shall be a vacancy in the office of the President which shall be filled automatically by the Vice President and the resulting vacancy occurring in the Vice Presidency shall be filled by the Board's election.

ARTICLE V

Club Year, Annual Meeting, and Elections

Section 1. The Club Year The Club's Year shall begin on the first day of January and end on the last day of December.

Section 2. Annual Meeting: The annual meeting shall be held in the month of December. At this meeting officers and directors for the ensuing year shall be elected. Each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days prior to January 1.

Section 3. Elections: The nominated candidates receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. All elections of officers shall be conducted by confidential written ballot.

Section 4. Nominations: During the month of August, the President shall select a nominating committee consisting of three members, not more than one of whom shall be a member of the Board of Directors. The President shall name a chairman for the committee, and it shall be the Chairman's duty to call a committee meeting, which must be held prior to October 1.

a. All nominees must be members in good standing for at least 6 months prior to nomination.

b. The committee shall nominate one candidate for each office. After securing the consent of each person so nominated, the committee shall immediately report nominations to the Secretary in writing.

c. Upon receipt of the nominating committee's report, the Secretary shall immediately notify each member in writing of the candidates so nominated. The slate shall then be mailed to the general membership before October 15, by the Secretary requesting additional nominations which must be received by the Secretary prior to October 31. Any additional nominees shall be contacted by the Secretary for their consent.

d. No person may be a candidate for more than one position.

ARTICLE VI

Committees

Section 1. The President with approval of the Board of Directors may each year appoint all committee chairmen and standing committees as are necessary to conduct the activities of the Club. The President shall be an ex-officio member of said committees except the nominating committee. Special committees may also be appointed by the President to aid the Club on particular projects.

Section 2. Any committee appointment may be terminated by a majority vote of the Board of Directors upon written notice to the appointee, and the Board of Directors may appoint successors to those persons whose services have been terminated.

Section 3 Standing Committees shall be agility, conformation, obedience and stockdog. The committee Chairperson's responsibility is to hire judges for all events in their venue.

ARTICLE VII

Discipline

Section 1. ASCA Suspension, Any member who is suspended from the privileges of ASCA shall automatically be suspended from the privileges of this Club for a like period.

Section 2. Charges. Any member may proffer 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 \$10.00, which shall be forfeited if such charges are not sustained by the Board of Directors 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 action alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club, and if not, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than 10 days nor more than 3 weeks thereafter. The Secretary shall promptly send 1 copy of the charges to the accused member by registered mail together with a notice of the hearing and assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

Section 3. Board Hearing. The Board of Directors 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 may, by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. If that punishment is insufficient, the Board may also recommend to the membership that the 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 Board's recommendation. 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 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 sixty (60) days, but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. 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 Board's findings and recommendations and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then take a vote by secret written ballot on the proposed expulsion. A two-thirds(2/3) majority 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 VIII

Amendments to Bylaws

Section 1. Amendments to the bylaws may be proposed by the Board or by written petition addressed to the Secretary, signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted by the Secretary to the members with recommendations of the Board for a vote within forty-five (45) days of the date when the petition was received by the Secretary.

Section 2. The bylaws may be amended by a two-thirds (2/3) majority vote of the membership present and voting at any regular or special meeting called for that purpose, provided that proposed amendments have

been included in the notice of the meeting and mailed to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE IX

Dissolution

Section 1. The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) vote of the members. In the event of dissolution of the Club whether voluntary or involuntary or by the operation of the 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. After payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefits of dogs selected by the Board.

a. Such charitable organization for dogs must qualify for tax exemption as defined under **Section 501 (c) (7)** of the Internal Revenue Code.

ARTICLE X

Government

Section 1. The Club shall be governed by its bylaws.

Section 2. The rules contained in Roberts Rules of Order Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the bylaws or the rules and policies of the Club.