

# Western Washington Australian Shepherd Association (WWASA)

## By Laws

### Article I

#### Membership

##### SECTION 1 - Eligibility.

There shall be four types of membership, Regular, Dual, Associate, and Junior. Membership is open to all persons nine years of age and older in good standing with the American Kennel Club and who subscribe to the purposes of this Club. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area. All types of memberships are also encouraged to be members of the United States Australian Shepherd Association.

- (a) Regular membership shall be for persons eighteen years of age or older, residing in Washington, Oregon and/or Idaho who are in good standing with The American Kennel Club and the United States Australian Shepherd Association and who subscribe to the purposes of this Club. Regular memberships are entitled to one (1) vote and are eligible to hold office without remuneration
- (b) Dual memberships are open to persons eighteen years of age or older in the same household, and must reside in Washington, Oregon, or Idaho who are in good standing with The American Kennel Club and the United States Australian Shepherd Association and who subscribe to the purposes of this Club.. Dual memberships are entitled to two (2) votes. Dual memberships are eligible to hold office without remuneration.
- (c) Associate membership shall be for persons eighteen years of age or older, who reside outside Washington, Oregon and/or Idaho but wish to support the Club. These members will have no vote. Associate members are not eligible to hold office.
- (d) Junior membership shall be for persons from the age of nine to eighteen that are still eligible in the AKC Junior Handling Classes. Junior members may not vote, nor hold office.

##### SECTION 2 - Dues.

Regular membership dues shall not exceed \$15 per year, Dual memberships shall not exceed \$20 per year, and Associate membership shall not exceed \$15 per year. Junior membership shall be at no charge. Dues are payable on or before the 1st day of January of each year. During the month of November, the Secretary shall send each member a statement of dues for the ensuing year. No member shall vote whose dues are not paid for the current year.

##### SECTION 3 - Election to Membership.

Each applicant for membership shall complete an application form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution, Code of Conduct and Bylaws of WWASA, as well as the Code of Conduct and rules of the United States Australian Shepherd Association. The application shall state name, address, and occupation of the applicant. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the Secretary. The application shall carry the endorsement of two members in good standing with WWASA, and each applicant will be posted to the membership for comments. Once the applicant is published for comments, the WWASA Board will then vote to accept/deny membership within the month said applicant was published, provided at least two weeks remain in said month. Otherwise, membership will be voted on the following month. Applicants for membership who have been denied by the club may reapply six (6) months following denial date.

## **SECTION 4 - Termination of membership.**

Memberships may be terminated:

- a) By resignation. Any member in good standing may resign from the Club upon notice to the Secretary, but no member may resign when in debt to the Club. Dues obligations are considered debt to the Club and they are 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 on/or before April 1st of the fiscal year. Such members will be dropped from the Club roster and must reapply for membership. 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 and Voting**

#### **SECTION 1 - Club Meetings.**

Meetings of the Club shall be held a minimum of four (4) times a year within the greater Western Washington State area at such hour and place as may be designated by the Board of Directors. Written notice of such meetings shall be mailed (via electronic media or by U.S.P.S.) by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meeting shall be twenty percent of the voting members in good standing.

#### **SECTION 2 - 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 at a meeting of the Board or who vote by mail (via electronic media or U.S.P.S.); and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held within the Western Washington State area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed (via electronic media or by U.S. P.S.) by the Secretary at least five days prior to the date of the meeting, and said notice shall state the purpose of the meeting. No other Club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the voting members in good standing.

#### **SECTION 3 - Board Meetings.**

Meetings of the Board of Directors shall be held a minimum of four (4) times a year before the regular membership meeting within the greater Western Washington State area at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed (by electronic media or U.S.P.S.) by the Secretary at least five days prior to the date of the meeting. Telephone or teleconferencing calls via the Internet may be used as Board meetings. The quorum for such meetings shall be a majority of the Board.

#### **SECTION 4 - Special Board Meetings.**

Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such Special meetings shall be held within the greater Western Washington State area at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed (via electronic media or U.S.P.S.) by the Secretary at least five 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 5 - Conducting Business.**

The Board of Directors may conduct its business by mail through the Secretary, telephone, internet communication, e-mail, or fax machine. Items voted upon by telephone conference call must be confirmed in writing within seven (7) days.

## **SECTION 6 - Voting.**

At general meetings or at a special meeting of the Club, voting shall be limited to those regular 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 which shall be decided by written ballot cast by mail (U.S.P.S.) or in person. 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 (U.S.P.S.).

## **ARTICLE III**

### **Board and Officers:**

#### **SECTION 1 - Board of Directors.**

The Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer and three (3) Board members at large, all of who shall be members in good standing and all of whom shall be elected for one year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Officers and the Board of Directors. All members of the Board of Directors shall be members of the United States Australian Shepherd Association.

#### **SECTION 2 - Officers.**

The Club's officers, consisting of the President, Vice-President, Secretary, Treasurer, and three (3) Board members At large 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.
- b) The Vice-President shall have the duties and exercise the power of 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 all matters of which a record shall be ordered by the Club; have charge of the 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 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 books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered 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.
- e) The Board members at large shall help the officers when requested.

### **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 majority vote of all the then 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 the 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 first (1<sup>st</sup>) day of January and end on the thirty-first (31<sup>st</sup>) day of December. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

#### **SECTION 2 - Annual Meeting.**

The annual meeting shall be held in the month of November at which Officers and Directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately at the conclusion of the annual meeting and each retiring Officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the elections have been completed.

#### **SECTION 3 - Elections.**

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. During the month of August, the Board shall select a Nominating Committee consisting of three members and two alternates, all members in good standing, not more than one of whom may be a member of the current Board of Directors. The Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held before the first day of October. The Nominating Committee may conduct its business by electronic media, U.S.P.S., telephone or fax machine.

- a) The committee shall nominate one candidate for each Office and positions on 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 notify each member in writing via electronic media or U.S.P.S. of the candidates so nominated on or before October 10<sup>th</sup>, of receiving the Nominating Committee's report so that additional nominations may be made by the members if they so desire.
- c) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received at his/her regular address or via electronic media on or before October 25<sup>th</sup>, signed by the member who is nominating and accompanied by the written acceptance of each additional nominee signifying his/her willingness to be a candidate.

d) If no valid additional nominations are received by the Secretary on or before October 25th, the Nominating Committee's slate shall be declared elected and no balloting will be required. If one or more valid additional nominations are received by the Secretary on or before October 25th, he/she 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, together with a blank envelope and a return envelope addressed to the Secretary 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. The inspectors of election, which shall consist of one member of the Board and one general member, 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 counted and announced at the Annual Meeting in November.

f) Nominations cannot be made in any manner other than as provided in this Section.

**ARTICLE V  
COMMITTEES  
SECTION 1**

The Board each year may appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, 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 services have been terminated.

**ARTICLE VI  
DISCIPLINE**

**SECTION 1 - Western Washington Australian Shepherd Association suspension.**

Any member who is suspended from the privileges of United States Australian Shepherd Association automatically shall be suspended from this club for a like period.

**SECTION 2 - Charges.**

Any member may prefer charges against a 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 \$25.00, which shall be forfeited if the Board following a hearing does not sustain such charges. 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. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the Club, 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 three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges 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 own defense and bring witnesses if he wishes.

### **SECTION 3 - Board Hearing.**

The Board 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, reprimand or suspend the defendant from all privileges of the club for not more than six 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 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 writing 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 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 finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A 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 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 may be amended by a 2/3 secret vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed via U.S.P.S. to each member at least two weeks prior to the date of the meeting.

### **SECTION 3**

No amendment to the constitution and bylaws that is adopted by the club shall become effective until the Board of Directors of The United States Australian Shepherd Association has approved it.

## **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 whether voluntary or involuntary or by the operation of law, none of the property of neither 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 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 the last meeting  
Report of the President  
Report of the Secretary  
Report of the Treasurer  
Reports of committees  
Election of Officers and Board (at Annual Meeting)  
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  
Election of new members  
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