

The Kentuckiana Shetland Sheepdog Club



CONSTITUTION

and

BYLAWS

Approved
December 16, 2018

CONSTITUTION

ARTICLE 1 NAME AND OBJECTIVES

Section 1. The name of the club shall be The Kentuckiana Shetland Sheepdog Club, Inc.

Section 2. The objectives of the club shall be:

- (a) To encourage and promote quality in the breeding of pure bred Shetland Sheepdogs and to do all possible to bring their natural qualities to perfection.
- (b) To promote Shetland Sheepdogs in conformation and performance, and 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 Shetland Sheepdogs shall be judged.
- (c) To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and performance events.
- (d) To conduct sanctioned and licensed specialty shows and performance events under the rules of The American Kennel Club.

Section 3. The club shall not be conducted or operated for profit and no part of any profits 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 objectives.

BYLAWS

ARTICLE I MEMBERSHIP

Section 1. Eligibility.

Any person who is suspended by The American Kennel Club, an affiliated club, or association, is not eligible for membership. All persons seeking membership in any category must subscribe to the purposes of this club and agree to follow its established code of ethics as well as those of the American Shetland Sheepdog Association, and The American Kennel Club. There shall be six types of membership:

- (a) Active Membership: open to all persons 18 years of age and older. Enjoys all club privileges including the right to vote and hold office.
- (b) Household Membership: consisting of up to four adults residing at the same address. Each individual is entitled to vote and hold office.
- (c) Senior Membership: open to persons who are 65 or older. Senior membership has the same privileges as Active Membership, but with reduced dues as set by the board.
- (d) Junior Membership: open to all persons age 10 through 17. Junior members are not eligible to vote or hold office. Partial dues are paid as set by the board. At age eighteen the Junior Member may request of the board that their membership convert to active or household membership.
- (e) Associate Membership: open to persons 18 years of age and older who due to special circumstances, may choose to apply for Associate Membership. These members pay partial dues, cannot vote or hold office, and do not count towards a quorum for the conduction of business, but are encouraged to participate in all club activities. Associate membership is granted on recommendation from the board.
- (f) Life Membership: must have been an active member for at least 30 years. A Life Member is not required to pay dues, but shall have all the privileges of Active membership. Life membership is granted on recommendation from the board.

While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders, exhibitors, and fanciers in its immediate area.

Section 2. Dues.

Membership dues for each category shall be established and reviewed periodically by the board and the amounts thereof shall be determined by the board with approval of the membership. Dues shall be payable on or before May 1st of each year. No member may vote whose dues are not paid for the current year. During the month of January, the Treasurer shall send to each member a statement of dues for the ensuing year.

- (a) Persons joining the club in the last six months of its fiscal year shall pay 50% of dues for said year.

(b) There shall be no refund of dues or portion of dues owed to any person whose membership has been terminated by resignation, lapsing, or expulsion, as defined in Article I, Section 4 (Termination of Membership).

Section 3. Application and Election to Membership.

Each applicant for membership shall apply on a form which has been approved by the board of directors and which shall provide that the applicant agrees to abide by these constitution and bylaws, the rules of both The American Kennel Club and The American Shetland Sheepdog Association, and any code of ethics approved by the membership. The application shall carry the endorsement of two club members in good standing who are not from the same household as the applicant.

Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the Membership Chair and Secretary.

An application will be presented to the board for action at its first regular meeting after receipt, or at a special called meeting if the board is not scheduled to meet within 45 days of receipt. With a $\frac{2}{3}$ majority vote from the board, the application will be passed to the membership for a second reading and vote. Should the board decline the application, notification will be sent to the applicant within one week of the meeting, stating that the application did not reach the required number of votes.

At the next scheduled membership meeting the application will be voted upon. The members may choose to accept the candidate by acclamation or may choose to vote by ballot with affirmative votes of $\frac{3}{4}$ of the members present and voting at that meeting being required to elect the applicant.

Applicants for membership who have been rejected by the club may not re-apply within six months after such rejection.

Former members who left the club in good standing may be reinstated by the board of directors upon payment of annual dues.

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. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- (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; however, the board may grant an additional 90 days of grace to such delinquent members in meritorious cases. 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.
Membership Meetings of the club shall be held at least six times each year in the greater Kentuckiana area at such day, hour and place as may be designated by the board of directors. Written notice of each such meeting shall be mailed or emailed by the board's designate at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing.
- Section 2. Special Club Meetings.
Special club meetings may be called by the President, by a majority vote of the members of the board who are present and voting at any regular or special meeting of the board, or 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 in the greater Kentuckiana 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 or emailed by the board's designate at least five days and not more than 15 days prior to the date of the meeting. The notice shall state the purpose of the meeting, and no other club business may be transacted. The quorum for such a meeting shall be 20% of the members in good standing.
- Section 3. Board Meetings.
Meetings of the board of Directors shall be held in the greater Kentuckiana area at least four times during the year, at such date, hour and place as may be designated by the board, or may be conducted via teleconference call, video conference, or by other alternate meeting formats as provided for in Section 6 of this Article. Written notice of each such meeting shall be mailed or emailed by the board's designate at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board.
- Section 4. Special Board Meetings.
Special meetings of the board may be called by the President. A special board meeting shall also 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 in the greater Kentuckiana area at such place, date and hour as may be designated by the person authorized herein to call such meetings. Written notice of such meeting shall be mailed or emailed by the board's designate at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business may be transacted. A quorum for such a meeting shall be a majority of the board.
- Section 5. Voting.
Membership categories with voting rights are: Active, Household, Senior, and Life. Each member in good standing whose dues are paid for the current year shall be entitled to vote at any meeting of the club at which the member is present. Proxy will not be permitted at any meeting or election.
- Email voting is allowed when routine club business requires voting but the club is unable to schedule a meeting in a timely manner. Email voting may not be used for new member applications, elections of officers and board members, discipline, amendments to bylaws, and

dissolution. Email voting will only be accepted from the email address on record with the club for each member, and may only be sent to the email address on record of the President and/or Secretary.

The President and/or Secretary shall keep received emails indicating votes for a period of one year, and copies of all received emails indicating votes shall be provided to any member who asks for review.

Section 6. Alternate Meeting Formats

The board of directors may conduct business by telephone conference call, mail, email, video conferences or other electronic methods provided it does not conflict with any other provisions of these bylaws. Responses must be received from a majority (quorum) of the board members for the results of the ballot to be valid. Results of decisions made in alternate meeting formats, must be recorded in writing and published as for any other meeting.

ARTICLE III DIRECTORS AND OFFICERS

Section 1. Board of Directors.

The board shall be composed of the President, Vice President, Secretary, Treasurer, and three other persons designated as Board Member at Large, all of whom must be members in good standing, and have been a member of the club for at least one year. They 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. The Immediate Past President will automatically be invited to join the board of directors as a voting member for one year.

General management of the club's affairs shall be entrusted to the board of directors. The board shall designate and establish policies, procedures and standing rules needed to provide for management of the club's affairs in order to carry out its objectives as set forth in this constitution and bylaws. These policies, procedures and standing rules shall be reviewed annually, revised or modified as needed, and presented to the membership for review within two months of the annual meeting. The board's actions and policies shall be consistent with the club's constitution and bylaws, and shall at all times be subject to action by the membership.

As part of its policies, procedures, and standing rules, the board may choose to provide for an executive committee to act on behalf of the board in an emergency or when action is required and the full board cannot be convened in time to respond. This committee shall be composed of the officers of the board (President, Vice President, Secretary, and Treasurer).

Results of decisions made by the executive committee, must be recorded in writing and published as for any other meeting. All actions and decisions of the executive committee shall be consistent with the club's constitution and bylaws, and shall at all times be subject to action by the membership.

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.
- (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. The Vice President shall serve as Chair for Education.
- (c) The Secretary shall keep a record of all meetings of the club and of the board and of all matters of which a record shall be ordered by the club, including attendance at all such meetings, and carry out such other duties as are designated by the board or prescribed in these bylaws.
- (d) The Treasurer shall maintain a roll of members in good standing (dues are current), and shall furnish it to the officers or board of directors as requested. The Treasurer shall collect and receive all money due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club, within 10 business days of receipt. If this is not possible, then another authorized member of the board will make this deposit. A written report of current fiscal standing will be rendered at each regular board meeting and each regular membership meeting in a format designated by the board. The books shall at all times be open to inspection of the club's finances and every item of receipt or payment not before reported. At the annual meeting the Treasurer shall render an account of all moneys received and expended during the previous fiscal year. Together with the board, the Treasurer, will prepare a budget to be presented to the membership at the annual meeting. The treasurer shall be bonded in such amount as the board of directors shall determine.
- (e) The offices of Secretary and Treasurer may be held by the same person in which case the board shall be composed of the officers and four other persons.

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 a 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 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.

Section 4. Termination of Office.

- (a) Any Officer may resign his/her position of office upon written notice to the President or board and be effective upon receipt of notice.
- (b) Attendance is expected at all board meetings. If an officer or board member at large misses two consecutive meetings without just cause, that member shall be removed from office. This termination may be overturned by a $\frac{2}{3}$ majority vote of the board.
- (c) Performance of specified duties is expected. If an officer or board member at large fails to perform the duties of the office without just cause, that member shall be removed from office. This termination may be overturned by a $\frac{2}{3}$ majority vote of the board.

Any vacancy shall be filled according to Article III, Section 3.

ARTICLE IV
THE CLUB YEAR, ANNUAL MEETING, ELECTIONS, EDUCATION,
COMMUNICATIONS, ARCHIVES

Section 1. Club Year.

The club's fiscal year shall begin on the 1st day of May and end on the 30th day of April. 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 April for the election of officers and board members at large, and all such other business as may properly come before the membership. Election shall be by secret, written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election 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 election.

Section 3. Elections.

The nominated candidate receiving the greatest number of votes for each position shall be declared elected.

Section 4. Nominations.

No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. Before or during the month of January, the board shall select a nominating committee consisting of three members, not more than one of whom may be a member of the board. The board shall name one member to be the committee chair. The Secretary shall immediately notify the committee of their selection. The committee shall meet and report nominations to the board no later than January 31st, and the same shall be included in the February newsletter as notification to the membership.

- (a) The committee shall nominate up to three candidates for each office and board member at large position, and after securing the consent of each person so nominated, shall immediately report their nomination in writing to the Secretary.
- (b) Nominations shall be solicited from the general membership in the February issue of the club newsletter and in the members only area of the website.
- (c) Additional nominations may be made through February 28th by any member provided that the person so nominated does not decline the nomination, and provided further that if the proposed candidate is not in attendance at the meeting at which nominees are presented, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.

- (d) A final slate of candidates shall be compiled from the Nominating Committee's work and any additional nominations from the membership. The membership shall be notified in writing by the board's designate of the slated candidates not less than two weeks before the annual meeting.

Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

Section 5. Education.

Education of the membership and community has an important role in fulfilling the club's objectives. Therefore, the club will provide three or more education sessions for its members each year, or a sufficient number to meet AKC requirements for a club holding speciality shows and performance events. These may be part of regular or special club meetings, online or other digital formats, jointly with other organizations, or may be sponsored events outside the regular club meetings. The Vice President will serve as chair and will keep records of attendance and content for all education sessions.

Section 6. Communications.

Communications with club members may be in digital or hard copy format. It is the responsibility of each member to keep a current email address on file with the club.

The club will maintain a web presence to inform and promote club activities in the community. It should have both public and members only areas.

The board will arrange for and manage official email addresses for all officers, board members at large, and committee chairs as needed. The board, in consultation with the membership, may establish guidelines and formats for the most efficient methods of communication.

In public communications, the club shall be referred to as Kentuckiana Shetland Sheepdog Club or KSSC. In legal matters it shall use its full name: The Kentuckiana Shetland Sheepdog Club, Inc.

Section 7. Archives.

The board shall provide for the archiving of all pertinent documents pertaining to the organization, its work, activities, fiscal matters, and history. The archives shall be both digital and hard copy as appropriate. The archives will be open to review by any member in good standing, and shared with affiliated organizations as requested.

ARTICLE V COMMITTEES

Section 1. The board may each year appoint standing committees to advance the work of the club in such matters as special shows, performance events, trophies, annual prizes, membership, education, communications, archives, and other fields which may be well served by committees. Committees may consist of only a chair or may have multiple members as needed to accomplish its task. Special committees may also be appointed by the President to support particular projects. All appointed committees shall always be subject to the final authority of the board.

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. American Kennel Club And American Shetland Sheepdog Association Suspension.
Any member who is suspended from privileges of AKC and/or ASSA shall be automatically suspended from the same privileges of this club for a like period. The board of directors may include in its policies, procedures and standing rules a method to consider if suspension from the club is warranted when a member is suspended from any other animal related organization.

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 \$10 which shall be forfeited if such charges are not sustained by the board 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 interest of the club or the breed.

If the board considers that the charges do not constitute conduct which would be prejudicial to the best interest of the club or breed, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges it shall fix a date for hearing by the board not less 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 both speak personally to the board and to bring witnesses if so desired.

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 choose to:

1. Suspended the defendant from all privileges of the club for not more than six months from the date of the hearing;

- or -

2. If it deem suspension insufficient punishment, it may recommend to the membership that the penalty be expulsion. In such case, the defendant retains the right to appear before the membership at the ensuing club meeting which considers the board's recommendation.

Immediately after the board 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 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 as provided in Section 3 of this Article.

The defendant shall have the privilege of appearing at this meeting and addressing the membership, though no evidence shall be taken at this meeting. The President shall read the charges, the board's findings and recommendations, and shall invite the defendant, if present and so desires, to speak to the members. The meeting shall then vote by secret, written ballot on the proposed expulsion. A $\frac{2}{3}$ vote of those present and voting at the meeting shall be necessary for expulsion. If the defendant is not in attendance, the results shall be sent in hard copy writing to the defendant in not less than five days.

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 20% of the membership in good standing.

In either case the board will establish a committee of no less than four members, to review and recommend revisions to the document, establish a timeline for reporting to the membership for review, and for a vote by the membership.

Section 2. The constitution and bylaws may be amended by a $\frac{2}{3}$ 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 provided to each member at least two weeks prior to the date of the meeting.

Section 3. If the membership declines to accept the amendments and/or revisions, the membership may choose to refer the document back to the committee with requests for specific changes. The committee will then have no more than three months to address the requested changes, and return the document to the membership for approval.

If the membership approves the document as presented, it shall be considered to be in effect immediately.

ARTICLE VIII DISSOLUTION

Section 1. The club may be dissolved at any time by the written consent of not less than $\frac{3}{4}$ of the members in good standing. In the event of a dissolution of the club whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds there of nor any assets of the club shall be distributed to any member 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 CODE of ETHICS

Section 1. The club will work collaboratively to develop a code of ethics to serve as a touchstone for the actions of both the club and its members. The code should articulate the values of the members, be in alignment with parent and affiliated organizations, and serve as a benchmark against which individual and club performance can be measured. The document will be reviewed by the membership no less than every five years to assure that it reflects and represents the highest ethical standards.

ARTICLE X PARLIAMENTARY AUTHORITY

Section 1. The club and/or board may choose to conduct its general and everyday business by Consensus Decision-Making. Decisions concerning discipline, dissolution, elections, and amendments to the constitution and bylaws, will always be conducted under the rules contained in the current edition of Robert's Rules of Order. These two methods 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.

ARTICLE XI 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:

- Attendance
- Minutes of last meeting
- Summary of any board, special board, or special club meeting held since last regular meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of officers and board members at large (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

Section 2. At meetings of the board, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Summary of board actions since last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment