

**SOUTHWEST WORKING AUSTRALIAN SHEPHERD ASSOCIATION
CONSTITUTION**

AND

BY-LAWS

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CONSTITUTION**

ARTICLE I

Name and Objects

SECTION 1. The name of the club shall be the Southwest Working Australian Shepherd Association (SWASA)

SECTION 2. The objectives of the club shall be:

- a. to encourage and promote the breeding of purebred Australian Shepherds as a working stock dog;
- b. to educate and promote the training and working of Australian Shepherds to the general public;
- c. to conduct sanctioned working trials under the rules of the Australian Shepherd Club of America;
- d. this club shall not be conducted or operated for profit and no part of any show profits or remainder or residue from dues or donations to this Club shall inure to the benefit any member or individual.

BY-LAWS

ARTICLE I

Membership

SECTION 1. Eligibility. There shall be two (2) types of membership open to all persons who are in good standing with the ASCA and who subscribe to the purpose and objectives of this Club:

- a. Single: Eighteen years of age and older (1 vote)
- b. Family/Kennel: husband, wife and children under 18 years of age (2 votes)

A member shall have all rights and privileges, including the right to vote and hold office.

SECTION 2. Dues. Membership dues shall be payable on or before the first day of November of each year. No member may vote whose dues are not paid for the current

year. During the month of September, the Treasurer shall send to each member a statement of their dues for the ensuing year.

SECTION 3. Election to membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these constitution and by-laws and the rules of the Australian Shepherd Club of America. The application shall state the name, address and phone number of the applicant. Accompanying the application, the prospective member shall submit dues payment for the current year.

SECTION 4. Termination of membership. Membership 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. Dues obligation are considered a debt to the Club and they become incurred on the first day of November each year. A membership shall be considered as lapsed and automatically terminated if such members dues are unpaid after the 32nd day of the Club's fiscal year.

b. **By expulsion**

. A membership may be terminated by expulsion as provided in Article VI of these by-laws.

SECTION 5. Liability of members.

- a. No officer or member shall be personally liable for any bills or obligations of this Club, past or present, except for the payment of his/hers own dues.
- b. No person shall use the name, mailing list, or official insignia of this club for other than strictly Club purposes without authorization of the Board of Directors, which is to be confirmed in writing by the President or Secretary of this Club.
- c. No officer, member or employee of this Club shall disburse any funds or moneys in his keeping and belonging to the Club without authorization of the Board of Directors which is to be confirmed in writing by the President or Secretary of this Club.

ARTICLE II

Meetings

SECTION 1. Club Meetings. Meeting of the club shall be held at such date, hour, and place as may be designated by the Board of Directors. Written notice of each meeting shall be mailed by the Secretary and / or announced in The Hind Leg at least 14 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members of 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 and voting

at any regular or special meeting of the Board, and shall be called by the Secretary upon receipt of a petition signed by five (5) members of the Club who are 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 meetings. Written notice of such meeting shall be mailed by the Secretary and / or announced in The Hind Leg at least 10 days and not more than 15 days prior to the date of the meeting, and no other Club business may be transacted thereat. 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 at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the secretary and / or announced in The Hind Leg at 10 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, and shall be called by the Secretary up receipt of a written request signed by at least two members of the Board. Such special meetings shall be held at such place, date and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be mailed by the Secretary and / or announced in The Hind Leg at least 10 days prior to the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the President, Vice President, Secretary, Treasurer, and two (2) other persons 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. No person shall serve more than three consecutive terms holding the same office. After three terms he / she must go a year without service to any office. General Management of the Club's affairs shall be entrusted to the Board of Directors. Any member of the Board of Directors who shall absent himself from two meetings of the Board, unless he shall have previously obtained permission to do so, or shall fail to present at the next meeting excuse for his / her absence, satisfactory to a majority of the members present, shall be considered as having resigned as a member of the Board and cease to be a member thereof.

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 meeting of the Board and of the Club, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in the by-laws.
- b. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, or absence, or incapacity.

- 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 is required, and shall have charge of the correspondence, notify members of meetings, notify new members of their membership, notify directors and officers 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 by-laws.
- d. The Treasurer shall also collect and receive all moneys due or belonging to the Club. His / Her books shall be at all times open to 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 or payment not before reported, and at the annual meeting He / She shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such an amount as the Board of Directors shall determine at the expense of the Club.

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 a 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. Records. Each officer and member of the Board shall maintain a set of records of the business of his office to be handed down to his successor within 10 days of the expiration of his term of office. These records shall be the property of SWASA.

SECTION 5. Qualifications for Officers. All persons nominated for office (as a Club Officer or Board of Directors) shall have worked (helping to put a trial on) at the least one (1) ASCA trial, or shall have shown a dog to one (1) qualifying score in an ASCA sanctioned working trail.

ARTICLE IV

The Club Year, Annual Meeting, Elections and Voting

SECTION 1. Club Year. The Club's fiscal year shall begin on the 1st day of November and end on the 31st day of October. 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 meeting.

SECTION 2. Annual Meeting. The annual meeting shall be held in the month of November at which time officers and directors for the ensuing year shall be elected 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 his / her 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 office shall be declared elected. The five nominated candidates for other

positions on the Board who receive the greatest number of votes for such positions shall be declared elected. No person may be elected to more than one office.

SECTION 4. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of August nominations may be made by mail by any member provided that the person so nominated accepts when his / her name is proposed, and provided further that his / her proposer shall present to the Secretary a written statement from the proposed candidate signifying his / her willingness to be a candidate. No person may be a candidate for more than one position. The Secretary shall before October 15th, notify each member in writing of the candidates so nominated.

SECTION 5. Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he / she is present. Proxy voting will not be permitted at any Club meeting or election. Voting by mail will be received November 1st for the election of officers in order to count.

SECTION 6. Club Dissolution. The Club may be dissolved at any time by the written consent of not less than two thirds (2/3) of the members. In the event of the dissolution of the Club, whether voluntary or by operation of law, none of the property of the Club shall be distributed to any members 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 V

Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty matches, working trials, trophies, annual prizes, a membership drive and other fields which may well be served by a committee. Such committees may also be appointed by the Board to aid in one particular project.

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 for those persons whose services have been terminated.

SECTION 3. The Board shall appoint a special committee of two (2) people to tally votes for all elections.

ARTICLE VI

Discipline

SECTION 1. Australian Shepherd Club of America Suspension. Any member who is suspended from the privileges of the Australian Shepherd Club of America automatically shall be suspended from the privileges of 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 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 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 breed. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than 3 weeks nor more than 6 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 / she 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 evidence and testimony presented by the complainant and defendant, the Board may then by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six (6) 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 / hers fellow members 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 the 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. The defendant shall have the privilege of appearing in his / her own behalf, though evidence shall not be taken at this meeting. The President shall read the charges and the defendant, if present, to speak in his / her own behalf if he / she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A two thirds (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. Any alterations, additions or amendments to the constitution and by-laws may be proposed by the Board of Directors or by a written petition addressed to the Secretary and signed by 20% of the membership in good standing. Amendments proposed by such petitions 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 (3) months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and by-laws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular or special meeting called for that purpose,

provided the 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 VIII

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, Report of the Committees, the Elections of Officers and Board (at the annual meeting), Unfinished Business, New Business, Adjournment.

SECTION 2. At meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows: Reading of minutes of the last meeting, Report of the Secretary, Report of the Treasurer, Report of the Committee, Unfinished Business, New Business, Adjournment.