

PUGET SOUND HERDING GROUP ASSOCIATION

CONSTITUTION

ARTICLE 1 Name and Objectives

Section 1: The name of the club shall be Puget Sound Herding Group Association (hereinafter “PSHGA” or “club”).

Section 2: The objectives of the club shall be:

- a) To encourage and promote quality in breeding and performance of all purebred herding breeds.
- b) To urge members and breeders to accept the standards approved by the American Kennel Club as the standard of excellence by which these herding breeds shall be judged.
- c) To do all in its power to protect and advance the interest of all herding breeds and to encourage sportsmanlike competition.
- d) To conduct sanctioned matches, dog shows, obedience trials, rally trials, agility trials, herding tests and trials and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club.
- e) To provide educational programs and seminars for the dissemination of knowledge in regard to all herding breeds.
- f) To promote the future of our sport through a strong junior showmanship program.
- g) To promote cooperation and good sportsmanship among its members in exhibition and training of dogs.

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.

Section 5: Mixed breed dogs registered with the American Kennel Club may be allowed to participate in approved American Kennel Club events at the club's discretion.

BYLAWS

ARTICLE 1 Membership

Section 1: Eligibility. There shall be 4 types of membership:

- a) Individual Membership: Open to any individual, 18 years of age or older, who is in good standing with the American Kennel Club and who subscribe to the purposes of this club. Individual members can hold an office and have voting rights as outlined in Article 2, Section 5.
- b) Family Membership: Open to two adults, residing in the same household, who are 18 years of age or older and in good standing with the American Kennel Club and who subscribe to the purposes of this club. Family Membership members can each individually hold an office and there is a maximum of 2 votes per Family Membership.
- c) Associate Membership: Open to an individual, living outside of the club's geographical area, or those within the geographical area who are unable to be active or participate in at least 50% of the club activities, who is 18 years of age or older and in good standing with the American Kennel Club and who subscribe to the purposes of this club. This is a non-voting membership and Associate Members may not hold office.
- d) Junior Membership: Open to juniors between the ages of 9-17 years, who are actively involved in the sport of dogs. Junior members may convert to Individual Membership at age 18. This is a non-voting membership, and Junior Members may not hold office.

Section 2: Dues. Membership dues shall be set by the board of directors, but shall not exceed the following:

- a) Individual Membership dues shall not exceed \$100.00 per year.
- b) Family Membership dues shall not exceed \$150.00 per year.
- c) Associate Member's dues shall not exceed \$50.00 per year.
- d) Junior Membership dues shall not exceed \$50.00 per year.

Dues are payable on or before the first day of February (1st) and considered delinquent after March 1. Members whose dues are not paid for the current fiscal year may not vote or run for office. The treasurer shall send to each member a statement of dues for the ensuing year two months prior to the start of the fiscal year which begins December 1.

Section 3: Election to Membership. Each applicant for membership shall apply on such form approved by the board of directors and which shall indicate that the applicant agrees to abide by the PSHGA constitution and bylaws and the rules of the American Kennel Club. The application

shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective members shall submit dues payment for the current year. All applications are to be filed with the secretary. Members will be provided notice of the applicant and sponsors via email and the name of the applicant and sponsors will be published in the next newsletter. At the first club meeting following the newsletter publication the application will be voted upon provided that 2 weeks have elapsed following publication. Affirmative votes of 2/3 of the members present and voting at that meeting shall be required to elect the applicant.

Applicants accepted for membership nine months after the start of the fiscal year shall be considered paid members for the remainder of the current year and the following year.

Applicants for membership who have been rejected may not reapply within six months after such rejection.

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 obligations are considered a 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 sixty (60) days after the first day of the fiscal year; however, the board may grant an additional sixty (60) days of grace to such delinquent members in meritorious cases. In no case may a person, whose dues are unpaid as of the day of any meeting, be entitled to vote.
- c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE 2 Meetings and Voting

Section 1: Club meetings. Meetings of the club shall be held at a minimum 6 times per year within the Puget Sound, Washington State area via physical meeting, telephone conference call or video conference at such hour and place as may be designated by the board of directors. Meeting Notices will be posted on the PSHGA Website. The quorum of such meetings shall be 20 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 and voting at any regular or special meeting of the board; and shall be called by the corresponding secretary upon receipt of a petition signed by five voting members of the club who are in good standing. The quorum of such meetings shall be 20 percent of the voting members in good standing. Such special meetings shall be held within the Puget Sound, Washington State area via physical meeting, telephone conference call or video conference.

Section 3: Board Meetings: Meetings of the board of directors shall be held at least 6 times per year within the Puget Sound, Washington State area via physical meeting, telephone conference call or video conference and at such hour and place as may be designated by the board. Written notice of such meetings shall be provided 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 and shall be called by the corresponding secretary upon receipt of a written request signed by at least 3 members of the board. Such special meetings shall be held within the Puget Sound, Washington State area via physical meeting, telephone conference call or video conference and 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 provided by the corresponding secretary at least 5 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 shall be transacted thereat. A quorum for such a meeting shall be a majority of the board.

Section 5: Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any club meeting at which he or she is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE 3 Directors and Officers

Section 1: Board of Directors. The board shall be comprised of the Officers and the Board at Large, all of whom shall be members in good standing and all of whom shall be elected 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 board of directors.

Section 2: Officers. The club's officers, consisting of the president, vice president, past president, secretary, treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the board and its meeting.

- a) The president shall preside at the 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.
- 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.

The Secretary shall be responsible for corresponding with members on a monthly basis through the club's newsletter, have charge of the club's general correspondence, notify members of special meetings, and carry out such other duties as are prescribed in these bylaws. The corresponding secretary shall notify new members of the election to membership, notify officers and directors of their election to office, keep a roll of the

members of the club with 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 be open at all times 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 or receipt or payment not before reported. At the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. An annual audit shall occur for the previous fiscal year within 30 days of the annual meeting with 2 members in good standing, (1 current, 1 board). The treasurer shall be bonded in such amount as the board of directors shall determine.
- e) The board member(s) shall be a member in good standing, who has been elected at the annual meeting for a two-year term.
- f) The past president shall be an advisory, non-voting position only.

Section 3: Vacancies. Any vacancies occurring on the board or among the offices during the year shall be filled until the next annual election by a majority vote of 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 an office of the vice president shall be filled by the board.

ARTICLE 4 The Club Year, Annual Meeting, Elections

Section 1: Club Year: The club's fiscal year shall begin on the first day of January and end on the 31st day of December.

Section 2: Annual Meeting. The Club's annual meeting shall be in November. Officers, except the past president, and directors for the ensuing year shall be elected at the annual meeting by secret, written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon conclusion of the election and each retiring officer shall turn over to his or 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 nominated candidates for other open positions on the board who receive the greatest number of votes for such positions shall be declared elected.

Section 4: Nominations: No person may be a candidate in a club election who has not been nominated. Four months prior to the annual meeting, the board shall select a nominating committee consisting of 3 members and 2 alternates, not more than one of whom may be a

member of the board. The corresponding secretary shall immediately notify the committee members and alternates of the selection. The board shall name the chairperson for the committee and it shall be their duty to call a committee meeting.

- a) The committee must nominate one candidate for each office and candidates for the open positions of the board and after securing the consent of each person so nominated shall immediately report their nominations to the corresponding secretary in writing.
- b) Upon receipt of the nominating committee's report, the corresponding secretary shall, at least two weeks before the last membership meeting prior to the annual meeting, notify each member in writing, through the newsletter, of the candidates so nominated.
- c) Additional nominations may be made at the last membership meeting prior to the annual meeting by any voting member in good standing in attendance, provided the person so nominated accepts when his or her name is proposed or provided that, if the proposed candidate is not in attendance at this meeting, his/her proposer shall present the corresponding secretary a written statement signifying his or her willingness to be a candidate.
- d) No person may be a candidate for more than one position. Additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination from the nominating committee.
- e) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE 5 Committees

Section 1: The board may each year appoint standing committees to advance the work of the club in such matters as Shows, Matches, Performance Events, Trophies, Annual Awards, Membership, Education, Publicity, Genetics, Club Historian, 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 the club on particular projects.

Section 2: Any committee appointed may be terminated by a majority vote of the full membership of the board upon written notice to the chairman and the board may appoint successors to those persons whose services have been terminated.

ARTICLE 6 Discipline

Section 1: American Kennel Club Suspension: Any member who is suspended from any of the privileges of the American Kennel Club 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. Written charges with specifications must be filed in duplicate with the recording secretary together with a deposit of \$25.00 which shall be forfeited if such charges are not sustained by the board following a hearing. The recording 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 prejudicial to the best interests of the Club. If the board considers that the charges do not allege conduct which would be prejudicial to the best interest of the club, it may refuse to entertain the jurisdiction.

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 the complainant and defendant, the board may by a majority vote to those present, reprimand or suspend the defendant from all privileges of the Club for not more than 6 months from the date of the hearing. Also, if it deems that punishment insufficient, it may 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 or her 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 recording secretary. The recording 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 meeting 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. The defendant shall have the privilege of appearing in his/her 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 or she wishes. The members shall then vote by secret written ballot on the proposed expulsion. If expulsion is not so voted, the board's suspension shall stand.

ARTICLE 7 Amendments

Section 1: Amendments to the Constitution and Bylaws may be proposed by the board of directors or by written petition addressed to the recording secretary signed by 20% 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 3 months of the date when the petition was received by the recording secretary.

Section 2: The Constitution and Bylaws may be amended by a 2/3 secret vote of the members present 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 15 days prior to the date of the meeting.

ARTICLE 8 Dissolution

Section 1: The club may be dissolved at any time by the written consent of not less than 2/3 of the voting members. In the event of dissolution of the club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the club nor any of the proceeds thereof nor any assets of the club shall be distributed to the members of the club, but 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 9 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 recording secretary
- Report of the treasurer
- Reports of committees
- Election of officers and board (at annual meeting)
- Election of new members
- 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 the recording secretary
- Report of the treasurer
- Reports of committees
- Unfinished business
- New business
- Adjournment

ARTICLE 10 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.

Approved : Rev 1(1/20/15), Rev 2(5/19/15), Rev 3(3/5/16), Rev 4(10/23/16), Rev 5 (11/19/16)