

North Georgia All Breeding Herding Dog Association
Constitution and Bylaws
Constitution
Article 1
Name and Objects

Section 1. The name of the club shall be the North Georgia All Breed Herding Dog Association.

Section 2. The objects of the club shall be:

- a) To further the advancement of all herding breeds.
- b) To do all in its power to protect and advance the interests of Herding Tests and Trials, and to encourage sportsmanlike conduct at such events.
- c) To conduct herding tests and trials under the rules and regulations of the American Kennel Club.
- d) To disseminate knowledge, conduct classes in and promote the training of purebred dogs.

Section 3. The club shall not be conducted for 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 any and from time to time revise such bylaws as may be required to carry out these objects.

Bylaws
Article 1
Membership

Section 1. Eligibility. There shall be two types of membership - regular and household - open to all persons 18 years of age and older who are 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.

Section 2. Dues. Membership dues shall not exceed \$50.00 individual and \$65.00 family, per year, and are payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. Notice about dues payable will be included in the fall quarterly newsletter, and a reminder will be in the first quarterly newsletter of a new year.

Section 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the board of directors and provided the applicant agrees to abide by the 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 one member in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the treasurer and each application will be included in the next newsletter after receipt of the application. At the next club meeting the applications will be voted upon and affirmative votes of two-thirds of the members present with voting by secret ballot that meeting shall be required to elect the applicant.

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

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. 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 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. Meetings of the club shall be held within the greater Lawrenceville, GA area at least 6 times per year at such day and hour as may be designated by the board of directors.

Written notice of the year's schedule of meetings will be published in the newsletter following the annual meeting held during that year, as well as in all quarterly newsletters. If there is a change, the secretary will mail a written notice at least 10 days prior to the meeting. The quorum for such meeting shall be 20 percent of the members in good standing.

Members may elect to receive notice of meetings, dues notices, minutes, and newsletters by email. When renewing membership, the dues notice will contain a paragraph for members to sign whereby they agree to receive these notices by email.

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 members of the club who are in good standing. Such special meeting shall be held within the greater Lawrenceville, Georgia 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 at least five days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing.

Section 3. Board Meetings. Meetings of the board of directors shall be held 6 times per year in the greater Lawrenceville, GA area. The directors' meetings will be announced in the newsletter that is published after the annual meeting. The directors may hold meetings by teleconference or videoconference.

The quorum for such 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 upon receipt of a written request signed by at least three members of the board. Such special meetings shall be held in the greater Lawrenceville, Georgia area at such day and hour as may be designated by the person authorized to call such a meeting. Written notice of such meeting shall be mailed by the Secretary 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 shall be transacted thereat. The 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 meeting of the club at which he is present. Proxy voting will not be permitted at any club meeting or election.

Article III Directors and Officers

Section 1. Board of Directors. The board shall be comprised of the officers and 3 other persons, all of whom 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 club's affairs shall be entrusted to the board of directors.

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.
- c) The Secretary shall keep 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; shall 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. Money 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 of the condition of the club's finances and every item if 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.

e) The offices of Secretary and Treasurer may be held by the same person, in which case the number of directors will be 4.

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 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.

Article IV

The Club Year, Annual Meeting, Elections

Section 1. Club Year. The club's fiscal year shall begin on January 15th and end on January 14th. The club's official year shall begin on January 15th and shall continue through January 14th of the following year.

Section 2. Annual Meeting. The annual meeting shall be held between december 20th and january 10th, at which the 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. The officers and directors shall take office on January 15th and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days.

Section 3. Elections. The nominated candidate 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.

Section 4. Nominations and Ballots. No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. During the September directors' meeting, the board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the board. The Secretary shall immediately notify the committee persons 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 on or before October 1. The meeting will be in person.

Written notice of nominees shall be mailed two weeks prior to the annual meeting. This can be done in the fall newsletter to follow the fall club meeting.

- a) The Nominating Committee shall nominate from among the eligible members of the club, candidates for each office and for each position on the board, and shall procure the acceptance of each nominee so chosen.
- b) The Committee shall immediately submit its slate of candidates to the Secretary who shall at least two weeks before the meeting in November notify each member in writing of the candidates so nominated.
- c) Additional nominations of eligible members may be made at the November meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, 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.
- d) Nominations cannot be made at the Annual meeting or in any other manner other than as provided in this article.

Article V

Committees

Section 1. The board may each year appoint standing committees approved to advance the work of the club in such matters as herding test and trials, newsletter, 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 service has been terminated.

Article VI

Discipline

Section 1. American Kennel Club Suspension. Any member who is suspended from 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 or the breed. Written charges with the specifications must be filed in duplicate with the Secretary, together with a deposit of \$100.00, 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. If the board considers that the charges do not allege conduct which 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 certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her 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 the complainant and defendant shall be treated uniformly in that regard. If the charges are sustained, after hearing all the evidence and testimony presented by the complainant and the defendant, the board may, by majority vote of those present, reprimand or suspend the defendant from all privileges of the Club for a period of time not to exceed 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/her fellow members at the ensuing club meeting which considers the board's recommendation. Immediately after the board's decision, its findings shall be put into written form and filed with the Secretary, who shall, in turn, notify each party 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. The meeting shall be held within sixty days but not earlier than thirty days after the date of the board's recommendation of expulsion. The defendant shall have the privilege of presenting his/her case, though no new evidence shall be taken at this meeting. The President shall state the charges and the board's findings and recommendations, and shall invite the defendant, if present, to speak in his/her behalf if he/she wishes. The membership 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 the 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 or by written petition addressed to the Secretary signed by 20% of the membership **in good standing**. Amendments proposed by such petition shall be promptly considered by the board 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 vote, taken by secret ballot, 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 2 weeks prior to the date of the mailing.

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 good standing**. In the event of the 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 proceeds thereof nor any assets of the club may be distributed to any members of the club, but after payment of debts of the club, its property shall be sold to a charitable organization for the benefit of dogs selected by the board of directors.

Article IX Order of Business

Section 1. At the 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 last meeting, Report of President, Report of Secretary, Report of Treasurer, Report of Committees, Election of officers and board (at the 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 the majority vote of those present, shall be as

follows: Reading of minutes of last meeting, Report of Secretary, Report of Treasurer, Report of Committees, 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.