

ARIZONA HERDING ASSOCIATION

CONSTITUTION AND BYLAWS

Revised 1998
AKC Approved

ARIZONA HERDING ASSOCIATION, INC.

CONSTITUTION AND BYLAWS

ARTICLE I. Name and Objectives

- Section 1. The association shall be known as the Arizona Herding Association, Inc.
- Section 2. The objective of the Arizona Herding Association shall be to promote herding among all herding breeds through both education and competition; to conduct herding events under the rules and regulations of the American Kennel Club (AKC), including herding clinics, tests and trials; and, to encourage sportsmanlike competition at such events.
- Section 3. The club address shall be that of the Secretary.
- Section 4. The club shall be conducted and operated as a non-profit organization. No part of any profits or remainder or residue from dues or donations to the club shall inure to the benefit of, or be distributable to its members, directors, officers, or other private person.
- Section 5. The members of the club shall adopt and may, from time to time, amend and revise this constitution and these bylaws as same may be required to carry out these objectives. Such amendments and revisions shall be accomplished in the manner hereinafter set forth.

ARTICLE II. Membership

- Section 1. Membership shall be open to all persons who subscribe to the purposes of this club, who are members in good standing with the AKC, and who have not been suspended or removed from membership by any canine support organization for reasons of personal misconduct involving: breeding, animal abuse, participation in canine events or any offense involving moral turpitude. While membership is to be unrestricted as to residence, the club's primary purpose is to represent members in Maricopa County, Arizona.

There will be two membership categories: full memberships and supporting memberships. Full memberships may be individual or family memberships. A family shall be defined as people residing at the same address. Supporting memberships will be available to individuals who are unable to participate in club activities but who may wish to support the sport of herding. Supporting members will receive the club newsletter but are not eligible to participate in club functions, vote, hold officer, or be counted towards a quorum.

Section 2. Dues. Membership dues shall be in an amount to be determined by a majority vote of the Board of Directors in an amount not to exceed Fifty Dollars (\$50) per year. Dues for supporting memberships shall be in an amount that is one-half (1/2) the rate for a full membership. Dues shall become due on July 1 of each year and must be received by the Treasurer by July 31. Dues are payable for the full year. Dues for a new membership received after December 31 shall be half of the annual dues fee. An annual dues notice shall either be sent by the Treasurer to each member between April 1 and May 1 of each year or notice thereof shall be included in the newsletter published during that period.

Section 3. Application for Membership. Each applicant shall apply on the form approved by the Board of Directors which shall provide that the applicant shall have read the Bylaws. Each applicant shall agree to abide by the rules contained in the Bylaws and of the AKC. Membership fees must accompany applications to be considered. Applications shall be submitted to the Treasurer with the Treasurer providing a copy thereof to the Secretary.

- A. Applications for Full Membership. The applicant must attend the specified number of meetings to be determined by the Board of Directors and be recommended for membership by two (2) current members. The application will then be voted on at the next Board of Directors meeting. Thereafter, the name of the applicant for membership shall be printed in the newsletter and, at the next membership meeting, the applicant will be voted in as a member by a 2/3rds of votes of the members present at that meeting.
- B. Applications for Supporting Membership. The applications shall be submitted to the Treasurer with the Treasurer providing a copy thereof to the Secretary. Supporting memberships may be granted by the Board of Directors without submitting the matter to the General Membership.

Section 4. Termination of Membership. Memberships may be terminated by:

- A. Resignation. Any member in good standing may resign from the club upon written notice to the Secretary, but no member may resign while in debt to the Club. Dues obligations are considered a debt to the Club and they accrue on July 1.
- B. Expulsion. See Discipline, Article VIII.

C. Non-payment of dues. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid for ninety (90) days after July 1. Provided, however, the board may grant an additional ninety (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.

Section 5. Reinstatement of Membership. Members who have had membership privileges terminated or who have resigned may apply for reinstatement after having met the requirements for membership, subject to the jurisdiction of the Board of Directors. The Secretary shall notify the applicant in writing of the Board's decision within ten (10) days after the Board meeting in which the application for reinstatement has been read.

ARTICLE III. Meetings

Section 1. Meetings of the Club and of the Board of Directors. Membership and Board of Directors meetings shall be held at least six (6) times per year. All regular and special meetings of the membership and of the Board of Directors shall be held in the greater Phoenix area or within 150 miles thereof.

Section 2. Club Meetings. Meetings of the Club, other than the Annual Meeting provided for in Article III, Section 3, shall be held at such times and places as may be designated by the Board of Directors. The meeting shall be for the purpose of transacting Club business, for educating the membership and for allowing discussion among the members. A quorum shall be twenty percent (20%) of the members in good standing. Notice of meetings shall be accomplished by publication in the club newsletter, by special notice thereof sent by the secretary no less than ten (10) days prior to such meeting, or in writing in such other manner as may be authorized by the Board.

Section 3. Annual Meeting. The annual meeting shall be held in the second quarter of each year, i.e., between April 1 and June 30 and the election of Club officers for the following membership year shall take place at that time.

Section 4. Special Club Meetings. Special club meetings may be called by the President or by a majority vote of the Board who are present and voting at any special meeting of the Board, or by the Secretary upon written request of a petition signed by five (5) members of the club who are in good standing. Written notice of such meetings shall be mailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting. Said notice shall state the purpose of the meeting and no other Club business may be transacted at such Special Meeting. The quorum for such a meeting shall be twenty percent (20%) of the members in good standing.

Section 5. Board Meetings. Board meetings shall be held bi-monthly at such times and places as may be designated by the Board of Directors. At the discretion of the Board, such meetings may be held prior to, or after, membership meetings. Notice of Board meetings shall be given in the manner authorized for the giving of notice for membership meetings. A quorum of the Board shall consist of a majority of its members.

Section 6. Special Board Meetings. Special meetings of the Board may be called by the President or by the Secretary upon receipt of a written request signed by at least two members of the Board. Such special meetings shall be held at such time and place as may be designated by the person authorized to call such a meeting. A notice shall state the purpose of the meeting and no other business shall be transacted. A quorum for such a meeting shall be a majority of the Board. In the event five days written notice cannot be given, each Board member shall be notified by telephone.

ARTICLE IV. Directors and Officers

Section 1. Board of Directors. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and Livestock Chairperson all of whom shall be members in good standing. All of these positions shall be elected by the membership. The officers shall be elected for one year terms at the Club's Annual Meeting, as provided in Article V, Section 2. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2. Duties. The Club's elected officers shall serve in their respective capacities with regard to the Club and its meetings and the Board of Directors and its meetings.

A. The President shall preside at all meetings of the Club and of the Board of Directors and shall have the duties and powers normally appurtenant to the office of President. In addition, the President shall: (1) subject to Board approval, appoint all committee chairpersons; and, (2) bring a report to the membership of the previous Board meeting.

B. The Vice-President shall have the powers and exercise the duties of the President in case of the President's death, absence, incapacity or resignation. The Vice-President is also responsible for the programs to be held at Club meetings.

- C. The Secretary shall keep a record of all meetings of the Club and of the Board of Directors and of all matters of which a record shall be ordered by the Club. The Secretary shall keep a roll of the members of the Club with their addresses; shall receive all applications for membership and affix a signature to those applications prior to the Treasurer's signature and shall file these applications in the Secretary's book; shall carry out such other duties as prescribed in these Bylaws. The Secretary shall have charge of the correspondence and shall report to the Board and the membership about the correspondence received and sent out. In the preparation of the Constitution and Bylaws, the Secretary shall be authorized to correct typographical and grammatical errors.
- D. The Treasurer shall collect and receive all monies due or belonging to the Club and shall deposit same in a bank satisfactory to the Board, in the name of the Club. The books shall be open to inspection by the Board at all times and the Treasurer shall report the condition of the Club's finances and every new item and receipt or payment shall be reported at every meeting. At the annual meeting, the Treasurer shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall affix a signature to all membership applications made to the Club and shall enter the applicant's name in his books in regard to membership dues. The Treasurer shall be bonded in such amount, if any, as the Board may deem appropriate.
- E. The Livestock Chairperson will be responsible to see that there will be adequate livestock at any event requiring livestock and will be responsible for any other livestock related activities.

Section 3. Vacancies. Any vacancies occurring on the Board during the year shall be filled for the remainder of the unexpired term. Nominees shall be proposed by the President and selection shall be by a majority vote of all of the remaining members of the Board. The filling of vacancies shall be accomplished by the Board at its first regular meeting following the creation of such vacancy, excepting that a vacancy in the office of President shall be filled by the Vice-President.

Section 4. Removal from Office. In the event an elected officer or appointed member of the Board is unable or unwilling to perform the duties of his office, or has failed to attend three (3) membership and/or Board meetings during his term, the Board, by majority vote, may request his resignation from that office through the Secretary. At the next regularly scheduled meeting of the Board, the Board by unanimous vote, may declare the office vacant if the resignation is not received by the Secretary and the vacancy may then be filled in accordance with the provisions of Article IV, Section 3.

ARTICLE V. The Club Year, Annual Meetings, Elections

- Section 1. Club Year. The Club's fiscal year shall begin on the first day of January and end on the last day of December. The Club's official year shall begin on July 1 and continue through June 30.
- Section 2. Annual Meeting. The Annual Meeting shall be held during the second quarter of each year, at which time Directors and Officers for the ensuing year shall be elected in accordance with Sections 3 and 4 of this Article. They shall take office on the first day of July following their election and each retiring Officer shall immediately turn over to his successor in office all properties and records relating to that office.
- Section 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. In the event of a tie there shall be a revote and, if there is still a tie following such revote, the flip of a coin shall determine the winner.
- Section 4. Nominations. During the month of January, the Board shall select a nominating committee consisting of three members.
- A. The committee shall nominate one candidate for each office and immediately secure their acceptance or refusal.
 - B. The nominating committee shall notify the Secretary of the proposed slate of officers at least four weeks prior to the Annual Meeting.
 - C. Upon receipt of the nominating committee's report, the Secretary shall notify the Newsletter Editor of the slate of officers with same to be published in the newsletter no later than fourteen (14) days prior to the annual meeting date. In lieu of such newsletter notice, the Board may direct such other appropriate notice as is reasonably calculated to provide the members with timely notice of the proposed slate of officers.
 - D. No person may be a candidate for more than one office and no person who has declined the committee's nomination may be nominated for the same position in that election.
 - E. At the Membership meeting prior to the Annual Meeting, nominations for officers may be made from the floor. The nominee must give consent. If the nominee is not present at the meeting, written consent from the nominee must be presented. In the event that officers for the ensuing year are not elected at the Annual Meeting, a special meeting shall be called for the election of officers to be held prior to the next regular meeting. Officers so elected shall take office immediately after said meeting.

- F. All nominees at the time of election shall be members in good standing. Supporting members shall not be eligible for election to office unless they meet the qualifications for and are accepted as full members prior to the election.

ARTICLE VI. Voting

- Section 1. Eligibility. Voting privileges are extended to full members in good standing only. In a family membership, each adult member over the age of eighteen shall have one vote. Any member who has not paid his/her dues for the current year will not be considered a member in good standing. Supporting members shall not have voting privileges.

ARTICLE VII. Committees

- Section 1. Each year the President shall appoint committees to advance the work of the Club in such matters as trials, publicity, membership and other fields which may be served by committees. Special committees may also be appointed by the President to aid on particular problems and/or projects. Committees of every type 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 Board upon written notice to the appointee. The President, or the Board, may appoint successors to those persons whose services have been terminated.

ARTICLE VIII. Discipline

- Section 1. Any member who has been suspended or removed from membership by any canine support organization shall be suspended from the privileges of this club for a like period.
- Section 2. Charges. Any member may prefer charges against any other member for:
 - A. Alleged misconduct prejudicial to the best interest of the Club or Board;
 - B. Cruelty to or mistreatment of animals;
 - C. Unethical breeding practices;
 - D. Personal misconduct at canine events (including: clinics, trials, work days, etc.); or,
 - E. Conviction of any offense involving moral turpitude.

Written charges with specifications must be filed in duplicate with the Secretary, together with a deposit of \$25 which shall be forfeited if such charges are not sustained. 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 within the scope of that described in items a through e, above. 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 jurisdiction. If the board does entertain jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered or certified mail, together with a notice of hearing and assurance that the Defendant may personally appear in his own defense and bring witnesses, if 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 this 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, 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, the Board may fix a penalty of expulsion. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary who, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 4. Appeal to membership. The Defendant, if dissatisfied with the Board's decision, may appeal to the general membership for its review of the decision. Such appeal shall be heard, if practicable, at the next regularly scheduled membership meeting or, if not practicable, at the next regularly scheduled membership meeting thereafter. The Defendant shall have the privilege of appearing on his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's fining 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 disciplinary action imposed by the Board's decision. A 2/3 vote of those present and voting at the meeting shall be necessary to sustain the discipline imposed. If the discipline is not sustained, the matter may be either: (1) resubmitted to the board for decision (with the Defendant retaining his appeal rights as set forth in this Section) or, (2) at the meeting during which the appeal is heard, the matter may be submitted by the President to the membership for its final and binding decision. If the matter is submitted to the membership for decision, a majority of those present and voting shall decide the issue. The Complainant, the Defendant and the members of the Board shall be permitted to vote on the issue.

Section 5. Expulsion. Expulsion of a member from the Club may be accomplished only at a meeting of the Board of Directors following an open Board meeting as provided in Section 2 of this Article. The Board may meet in private to determine its decision.

ARTICLE IX. Amendments

Section 1. Proposing amendments. Amendments to this Constitution and Bylaws may be proposed by the Board of Directors or by a written petition, addressed to the Secretary, and signed by five (5) members in good standing. Amendments proposed by such a petition shall be promptly considered by the Board and submitted to the membership for its decision. The proposal shall be submitted for a vote within three (3) months of the date when the petition was received by the Secretary. Notice of the proposal, when sent to the membership, shall include the Board's recommendation, if any.

Section 2. Amendments. These Bylaws may be amended by a two-thirds majority vote of the members present at a regular meeting. The proposed amendment must be embodied in the call for any such meeting and mailed to each member at least two weeks prior to such a meeting.

ARTICLE X. Dissolution

Section 1. Dissolution. 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, involuntary, or by operation of law), all physical assets shall be sold. All club debts shall be promptly paid and any remaining monetary assets shall be donated to an animal charity to be decided upon by the Board of Directors.

ARTICLE XI. Order of Business

Section 1. At meetings of the Club in which business is to be transacted, 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 Committees
Election of Officers (Annual Meeting)
Election of New Members
Old Business
New Business
Adjournment

Section 2. At meetings of the Board of Directors at which business is to be transacted, 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 Board meeting
Report of the President
Report of the Secretary
Report of the Treasurer
Report of Committees
Consideration of New Membership applications
Old Business
New Business
Adjournment

ARTICLE XII. Parliamentary Authority; Interpretation
of Constitution and Bylaws.

Section 1. Parliamentary Authority. 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 this Constitution and Bylaws and/or any other special rules of order the club may adopt.

Section 2. Interpretation of Constitution and Bylaws. The authority to interpret this Constitution and Bylaws shall vest in the Board of Directors. The decision of the Board shall be final and binding on such issues.