



Greater St. Louis
**Shetland
Sheepdog**
Club

CONSTITUTION AND BY-LAWS

ARTICLE I

NAME AND OBJECTIVES

- Section 1.** The name of the Club shall be The Greater St. Louis Shetland Sheepdog Club.
- Section 2.** The Club shall be a permanent one, and its objectives shall be:
- a. To encourage and promote quality in the breeding of purebred Shetland Sheepdogs in conformity with the standard of the breed as approved by The American Kennel Club.
 - b. To do all in its power to protect and advance the interests of the breed by conducting sanctioned and licensed specialty shows, obedience trials and herding trials under the rules of The American Kennel Club, by encouraging sportsmanlike competition at dog shows, obedience trials and herding trials, and through public education and information efforts.
 - c. To operate as a regional club of the American Shetland Sheepdog Association.
- 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 By-Laws as may be required to carry out these objectives.

ARTICLE II

MEMBERSHIP

- Section 1.** **ELIGIBILITY:** There shall be **four** types of membership:
- (1) **Regular Membership:** open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of the Club;

- (2) **Honorary Life Membership:** which shall not carry voting rights, unless such honorary life members choose to maintain active/voting status by payment of dues.
- (3) **Junior Membership:** open to persons under the age of eighteen years, which shall not carry voting rights. Junior members shall not be eligible to hold office; and
- (4) **Associate Membership: Entitled to all club privileges except voting rights and not eligible to hold office.**

Section 2. DUES: Membership dues shall be payable on or before the first of January of each year. **The amount of dues shall not exceed forty dollars (\$40.00)**, within which limit the Board shall determine the amount of such dues from time to time. **Associate Membership dues shall be no more than 50% of regular membership dues.** No member may vote whose dues are not paid for the current year. Any applications voted in before July 1st shall be assessed the initiation fee and the full amount of the current year's dues; any applications voted in after July 1st shall be assessed the initiation fee and one-half of the current year's dues. During the month of November the Treasurer shall send to each member a statement of 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 the Constitution and By-Laws 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 member shall submit dues payment for the current year. All applications are to be filed with the Secretary and each application is to be read at the first meeting of the club following its receipt. All applications will be kept in the Recording Secretary's file. Notice of the applications will be included with the following meeting notice. At the next Club meeting, the applications will be read and voted upon. Affirmative votes of a majority of members present and voting at 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 Recording Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club; and they become incurred on the first day of each fiscal year.
- b. **By Lapsing:** A membership will be considered 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 VII of these Constitution and By-laws.

ARTICLE III

MEETINGS

Section 1. **CLUB MEETINGS:** Meetings of the Club shall be held in the Greater St. Louis **a minimum of 6 times a year**, at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be mailed by the Recording Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings will be twenty percent (20%) of the regular membership.

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, or by the Recording 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 St. Louis area at such place and at such 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 Recording Secretary at least 5 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 meetings shall be twenty percent (20%) of the active membership.

Section 3. **BOARD MEETINGS:** Meetings of the Board of Directors shall be held in the Greater St. Louis area a minimum of **three** times during the year, at such

hour and place as may be designated by the President. Written notice of each meeting shall be mailed by the Recording Secretary at least five days prior to the date of the meeting. The quorum of such a meeting shall be five (5).

Section 4. **SPECIAL BOARD MEETINGS:** Special meetings of the Board may be called by the President or by the Recording Secretary upon receipt of a written request signed by at least two members of the Board. Such special meetings shall be held in the Greater St. Louis area and at such hour and place as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Recording Secretary at least five days and not more than 10 days prior to the date of the meeting, or telegraphic notice shall be filed at least three days and not more than five days prior to the date of the meeting. Any such notice shall state the purpose of that meeting and no other business shall be transacted thereat. The quorum for such meeting shall be five (5).

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 or she is present. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE IV

DIRECTORS AND OFFICERS

Section 1. **BOARD OF DIRECTORS:** The Board of Directors shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and three other persons, all of whom **shall be elected selected for two year terms with staggering, where President, Corresponding Secretary, and two Board Members elected on odd years and VP, Recording Secretary, Treasurer, and one Board Member elected on even years,** from among the members of the Club who are in good standing at the Club's annual meeting, as provided in Article V. 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, Recording Secretary, Corresponding Secretary and Treasurer, shall serve in their respective capacity both with regard to the Club and its meetings, and to the Board and its meetings. No officer shall succeed himself more than once.

- 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 and in addition to those particularly specified in these Constitution and By-laws.

- b. **The Vice-President** shall have the powers and exercise the duties of the President in case of the President's death, absence or incapacity.
- c. **The Recording 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 and of all votes taken by mail. The Recording Secretary shall notify members of the Club meetings, notify the Board members of Board meetings, notify officers and directors of their election to office, notify new members of their election to membership, keep a roster of the members of the Club with their addresses, and carry out such other duties as are prescribed in these Constitution and By-laws.
- d. **The Corresponding Secretary** shall have charge of all correspondence and answering such correspondence as may be designated by the Board of Directors, or on behalf of the Club, in a timely manner. He shall be the Club's contact with The American Kennel Club, American Shetland Sheepdog Club, judges and the general public, and shall write to secure approvals for the show from the A.K.C., A.S.S.A. and judges.
- e. **The Treasurer** shall collect and receive all moneys due or belonging to the Club and receipt therefore. He shall deposit the same in a bank satisfactory to the Board, in the name of the Club. His books shall be at all times open to the inspection of the Board; and he shall report to them at every meeting the condition of the Club's finances and every item or receipt of payment not before reported and at the annual meeting shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

The Treasurer's books will be audited once yearly by an auditing committee appointed by the Board of Directors. Such audit will be reported to the Board of Directors at their next meeting.

Section 3. **VACANCIES:** Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office 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 V

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 the thirty-first day of December. 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 November, at which directors and officers 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 successor in office all properties and records relating to that office within 30 days after the election.
- Section 3.** **ELECTIONS:** Prior to the annual meeting, the Treasurer shall compile and deliver to the Recording Secretary a list of names of members in good standing whose dues are paid. Those club members so designated as being in good standing who are present at the annual meeting will each be given a ballot. After voting, ballots will be collected by the Recording Secretary; and the votes will be tallied by the Recording Secretary, a Board member and the Chairman of the nominating committee. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. In case of a tie, a re-vote will be taken.
- Section 4.** **NOMINATIONS:** No person may be a candidate in a Club election who has not been nominated. During the month of July, 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 Recording Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a Chairman for the committee, and it shall be his duty to call a committee meeting which shall be held within two weeks after the committee is notified of its selection.
- a. The committee shall nominate one candidate for each office and three candidates for the three other positions on the Board. After securing the consent of each person so nominated, the committee shall immediately report their nominations to the Recording Secretary in writing.

- b. Upon receipt of the nominating committee's report, the Recording Secretary shall notify each member in writing of the candidates so nominated with the September meeting notice.
- c. Additional nominations may be made from the floor at the September and October meetings by any member in attendance with the candidate's verbal consent (or written consent if the candidate is not present). No person may be a candidate for more than one position; and the additional nominations which are provided herein may be made only from among those members who have not accepted a nomination from the nominating committee.
- d. The Recording Secretary shall notify each member in writing of all such nominations with the November meeting notice.
- e. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section 4, Article V.

ARTICLE VI

COMMITTEES

Section 1. **COMMITTEES:** The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience trials, herding trials, 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 or the President to aid it or him/her 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 appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VII

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 specifications must be filed in duplicate with the Recording 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 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 conduct 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 jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three weeks nor more than six weeks thereafter. The Recording 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 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 the evidence and testimony presented by complainant and defendant, the Board may by a majority of those present suspend the defendant from all privileges of he Club for not more than 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 cases, the suspension shall not restrict the defendant's right to appear before his 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.

Section 4. **EXPULSION:** Expulsion of a member of 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 for expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and invite the defendant, if present, to speak in his own behalf if he wishes. The members shall then vote by secret, written ballot on the

proposed expulsion. A two thirds (2/3) vote of those present at the meeting shall be necessary for the expulsion. If expulsion is not so voted, The Board's suspension shall stand.

ARTICLE VIII

AMENDEMENTS

Section 1. **AMENDMENTS:** Amendments to the Constitution and By-laws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by twenty percent (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 Recording Secretary for a vote within three months of the date when the petition was received by the Recording Secretary.

Section 2. **RATIFICATION:** 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 such proposed amendments have been specifically included in the notice of the meeting as part of the agenda, and have been published twice in the "Vibes" prior to the meeting at which such amendments will be voted upon.

ARTICLE IX

DISSOLUTION

Section 1. **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, 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 shall be distributed to any members of the Club, but after payment of the debts of the Club, its property and assets shall be given to any non-profit organization or research project devoted to dogs as designated by a majority vote of the Club.

ARTICLE X

ORDER OF BUSINESS

Section 1. **CLUB MEETINGS:** At the meetings of the Club, the order of business, so far as the character of the meeting may permit, shall be as follows.

1. Attendance
2. Minutes
3. Report of the Board
4. Report of the President
5. Report of the Recording Secretary
6. Report of the Corresponding Secretary
7. Report of the Treasurer
8. Reports of committees
9. Election of officers and Board (at the annual meeting)
10. Election of new members
11. Unfinished business
12. New business
13. Adjournment

Section 2. **BOARD MEETINGS:** At the meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

1. Reading of minutes of last meeting
2. Report of the Recording Secretary
3. Report of the Corresponding Secretary
4. Report of the Treasurer
5. Reports of committees
6. Unfinished business
7. New business
8. Adjournment

ARTICLE XI

Section 1. All business not covered by the Constitution and By-laws will be covered by Roberts Rules of Order.