



CONSTITUTION AND BY-LAWS

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ALL BREED HERDING CLUB OF WESTERN WASHINGTON, INC

Constitution

SECTION 1. NAME

The name of the Club shall be the All Breed Herding Club of Western Washington, Inc., and its mailing address shall be the current address of the duly elected and acting Secretary.

SECTION 2. OBJECTIVES

The objectives of the Club shall be:

- a. To do all possible to bring the natural qualities of all herding breeds to perfection.
- b. To promote and encourage the humane handling of livestock and dogs at all times.
- c. To do all in its power to protect and advance the interests of all herding breeds and to encourage sportsmanlike behavior at all herding tests, trials and competitions.
- d. To conduct licensed and sanctioned herding tests and trials under the rules of The American Kennel Club.

SECTION 3. NON PROFIT STATUS

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. BY-LAWS

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.

BY-LAWS

ARTICLE I – MEMBERSHIP

SECTION 1. ELIGIBILITY

The number of members shall be unlimited in this Club and any person who owns, breeds, or is active in promoting the welfare of herding dogs and who is in good standing with The American Kennel Club, and subscribes to the purposes of this Club, shall be eligible for membership. While membership is unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and test and trial exhibitors in its immediate area.

SECTION 2. MEMBERSHIP CLASSES

There shall be four types of membership open to persons 18 years of age or older:

- a. Regular--This membership pays dues, has a vote, can hold an elected office, and has all the normal duties, obligations, and responsibilities of a member of the Club.
- b. Family--Membership is open to all persons who are members of a single household. Each person 18 or older has one vote.
- c. Honorary--May be granted to those persons who have displayed significant service benefiting the Club's objectives. Honorary members pay no dues and have no right to vote or hold office. Active/voting status may be maintained by payment of dues. An honorary member may be nominated by any member in good standing and voted in by a majority.
- d. Associate--May be granted to anyone wishing to receive the Club's newsletter only, or who may not be able to regularly attend meetings. Associate members shall have no right to vote or hold office. They are not counted as members for the purpose of quorums at meetings. Applications should be filed with the Secretary, but need not require sponsors as do regular members.

Junior membership. Open to all persons 10 to 18 years of age. This membership pays dues, but may not make motions, vote or hold office. Prior approval of parents is required. They may convert to regular or family membership at age 18 by paying the appropriate dues as described in Section 3 of this article.

SECTION 3. DUES

Membership dues shall be payable on or before the first day of January of each year. Current dues shall be listed on the membership application. No member may vote, conduct any official business, or hold office in the Club whose dues are not paid for the current year. During the month of October, the Treasurer shall send each member a dues notice for the ensuing year, via the newsletter or separate mailing.

SECTION 4. 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 this Constitution and By-Laws and the rules of The American Kennel Club.

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The application shall state the name, address and occupation of the applicant, and it shall carry the endorsement of two Club members in good standing.

Accompanying the application, the prospective member shall submit dues payable for the current year, in accordance with Section 3 above.

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. At the next Club meeting the application will be voted upon, and affirmative votes of 3/4 of the 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 5. TERMINATION OF MEMBERSHIP

Membership may be terminated by:

- 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 become incurred on the first day of each fiscal year. Dues or part thereof will not be refunded in such event.
- b. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year, however, the Board may grant an additional 60 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 6 of these by-laws.

At termination of membership, the person must relinquish all Club property.

ARTICLE II – MEETINGS AND VOTING

SECTION 1. CLUB MEETINGS

Meetings of the Club shall be held approximately bimonthly in the Western Washington area, at such hour and place as may be designated by the Board of Directors. There shall be a minimum of six (6) Club meetings per year.

Written notice of each such meeting shall be mailed by the Secretary or newsletter editor at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the 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, or 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 meetings shall be held at such place, date and hour in the Western Washington area as designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting, and no other 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 bimonthly in the Western Washington area, at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be the majority of the Board.

SECTION 4. SPECIAL BOARD MEETINGS

Special Board Meetings 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 Western Washington area 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 at least 5 days and not more than 10 days prior to the date of the meeting. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. VOTING

Each regular 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, or by a signed, dated vote/statement submitted to the Secretary prior to the meeting or election. Proxy voting will not be permitted at any Club meeting or election.

ARTICLE III DIRECTORS AND OFFICERS

SECTION 1. BOARD OF DIRECTORS

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The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and three other members in good standing, 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 the Club's affairs

SECTION 2. OFFICERS

The Club's officers, consisting of 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 the President in addition to those 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, absence or incapacity. The Vice President shall preside over the annual election of officers and arrange for a tallying of the votes.
- c. The Secretary shall keep a record of all meetings of the Club and or the Board and all matters of which a record shall be ordered by the Club. He or she shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of election to office, keep a roll of the members of the Club with their addresses, and carry out other such duties as are prescribed in these By-Laws.
- d. The Treasurer shall collect and receive all moneys due or belonging to the Club. He or she shall deposit the same in a bank designated by the Board, in the name of the Club. The Treasurer's books shall be open to the inspection of the Board, and he or 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. The Treasurer shall send a dues notice to each member at least 30 days prior to their becoming due, as provided in Article I, Section 2 of these By-Laws. At the annual meeting he or she shall render an account of all moneys received and disbursed during the previous fiscal year.

The Treasurer will be bonded in such amount as the Board of Directors shall determine.

SECTION 3. VACANCIES

Any vacancies occurring on the Board or among the officer 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 of the office of the Vice-President shall be filled by action of the Board.

ARTICLE IV – 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 31st 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 next annual meeting.

SECTION 2. ANNUAL MEETING

The annual meeting shall be held in the month of December at which 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 at the next meeting, and each retiring officer shall turn over to his or her successor in office all property 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 three nominated candidates for other positions in 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. During the month of September, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom shall be a member of the Board. The Secretary shall immediately notify the Committee and alternates of their selection. The Board shall name a Chairman for the Committee, and it shall be his or her duty to call a Committee meeting which shall be held on or before the first of October.

- a. The Committee shall nominate one candidate for each office and three candidates for the three other positions on the Board, and after securing the written consent of each person so nominated, shall report their nominations to the Secretary in writing no later than October 10th.
- b. Upon receipt of the Nominating Committee's report, the Secretary shall notify each member in writing of Nominating Committee's slate at least two weeks prior to the December meeting, either by letter to the individual members or through the newsletter, to be mailed via First Class Mail.
- c. Additional nominations may be made by any member in good standing. Additional nominations must be made in writing to the Secretary by November first. After securing the written consent of the proposed candidate(s), the Secretary shall notify the membership of any additional nominations by at least two weeks prior to the December meeting, either by letter to the individual members or through the newsletter, to be mailed via First Class Mail.

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No person may be a candidate for more than one position, and the 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.

d. Nominations cannot be made in any manner other than as provided in this Section.

ARTICLE V – COMMITTEES

SECTION 1. STANDING COMMITTEES

The Board may each year appoint standing committees to advance the work of the Club in such matters as herding trials and tests, 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. TERMINATION OF COMMITTEE APPOINTMENT

Any committee appointment may be terminated by a majority of one 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 VI – DISCIPLINE

SECTION 1. AMERICAN KENNEL CLUB SUSPENSION

Any member who is suspended from privileges of American Kennel Club automatically shall be suspended from the privileges of this Club for 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 herding dogs. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10 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 interests of the Club or herding dogs. If the Board considers that the charges do no allege conduct which would be prejudicial to the best interests of the Club or herding dogs, 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 3 weeks or 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 or 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 the evidence and testimony presented by the 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 is insufficient, it may also recommend to the membership that 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 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 at a regular or special meeting of the club to be held within 60 days of the Board's recommendation. The defendant shall have the privilege of appearing in his or her behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

ARTICLE VII – AMENDMENTS

SECTION 1. SUBMITTAL

Amendments to the Constitution or By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent 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 the recommendations of the Board by the Secretary within three months of the date when the petition was received by the Secretary.

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SECTION 2. APPROVAL

The Constitution and By-Laws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII – 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 purpose 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. After payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs, as selected by the Board of Directors.

ARTICLE IX – ORDER OF BUSINESS

SECTION 1. CLUB MEETINGS

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	Election of New Officers and Board (at Annual Meeting)
Minutes of Last Meeting	Election of New Members
Report of President	Old Business
Report of Secretary	New Business
Report of Treasurer	Announcements
Report of Committees	Adjournment

SECTION 2. BOARD MEETINGS:

At meetings of the Board, the order of business, unless Other wise directed by majority vote of those present, shall be as follows:
Reading of the minutes of the last Board meeting
Report of the Secretary Report of the Treasurer
Reports 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 By-Laws and any special rules of order the Club may adopt.

ADOPTED this 10th day of July, 1994.
Revised this of April, 1997.