

**CONSTITUTION AND BY-LAWS  
OF THE SHETLAND SHEEPDOG CLUB OF  
NORTHERN CALIFORNIA, INC.**

1995

**CONSTITUTION**

**ARTICLE I  
NAME AND OBJECTS**

**SECTION 1.** The name of this organization shall be the Shetland Sheepdog Club of Northern California, Inc.

**SECTION 2.** The objects of the Club shall be as follows:

- (A) To be the regional club of Northern California in conformity with the Constitution, By-Laws and Regulations of the American Shetland Sheepdog Association and the American Kennel Club.
- (B) To urge members and breeders to accept the Standard of the Breed as approved by the American Kennel Club as the only standard of excellence by which Shetland Sheepdogs shall be judged. To do all possible to bring the Shetland Sheepdog's natural qualities to perfection.
- (C) To do all in its power to protect and advance the interest of the breed by encouraging sportsmanlike competition at dog shows, obedience, herding, tracking and agility trials; promoting educational and social activities among members; offering prizes at shows, encouraging members to support shows with entries; and other suitable means.
- (D) To conduct sanctioned and licensed specialty shows, obedience, herding, tracking and agility trials and matches under the rules of the American Kennel Club.
- (E) To protect and advance the interest of the breed through public education activities.

- (F) To abide by the Shetland Sheepdog of Northern California Inc.'s Code of Ethics.

**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.

## **BY-LAWS ARTICLE I MEMBERSHIP**

**SECTION 1.** Membership is open to all persons who are in good standing with the American Kennel Club and subscribe to the purposes of this club (which is to be representative of the breeders and exhibitors in its immediate area) and consists of four types of membership, as follows:

- (A) **REGULAR MEMBERSHIP.** Regular Members shall be over eighteen years of age. They shall be eligible to vote and hold office. They must attend at least three regular meetings during the twelve meetings previous to the ballot in order to be eligible to vote.
- (B) **JUNIOR MEMBERSHIP.** Junior Members are any persons under eighteen years of age. They shall have all rights and privileges of the club with the exception of the right to vote and hold office.
- (C) **HONORARY MEMBERSHIP.** Honorary Membership shall be granted at the discretion of the regular membership. They shall have all rights and privileges of this club with the exception of the rights to vote and hold office.
- (D) **LIFETIME MEMBERSHIP.** Lifetime Membership shall be granted to those 25-year members who are still actively participating in the Club and they shall not be obliged to pay yearly dues. They shall have all the rights and privileges of this Club.

## **SECTION 2. ELIGIBILITY FOR MEMBERSHIP:**

- (A) Attendance at three (3) regular Club meetings within a consecutive twelve month period.
- (B) Obtaining sponsorship of two members in good standing from separate households (who themselves have been members for not less than twelve months).

## **SECTION 3. APPLICATION FOR MEMBERSHIP:**

- (A) Complete membership application and forward with annual dues and signed Code of Ethics to Membership Chairperson.
- (B) Membership applications shall be on the Club membership forms and shall be presented first to the Membership Chairperson who shall verify the meeting requirements as stated above, mark the dates of meetings attended upon said application and shall pass them to the Board of Directors for recommendation. The application shall then be presented to the general membership at the next regular meeting with the recommendation of the Board of Directors. Approval by a consent of not less than 3/4 of the membership in good standing, by secret ballot of the membership present and voting shall be required for acceptance.
- (C) In the event of non-acceptance, one year shall elapse before a new application may be submitted.

**SECTION 4. ANNUAL DUES.** Annual dues shall be recommended by the Board of Directors and shall be approved by a consent of not less than 3/4 of the membership in good standing present, a portion of said dues to be applied to the general trophy fund. Dues shall be payable on April 1 of each year, and delinquent thereafter. Between April 1 and June 1 a late charge will be assessed for unpaid dues. After June 1, membership will be dropped.

## **SECTION 5. MEMBER IN GOOD STANDING.**

- (A) Attend three (3) regular meetings during the previous twelve (12) months.
- (B) Abide by the Shetland Sheepdog Club of Northern California's Code of Ethics.
- (C) Annual dues paid and having no outstanding debts owed to the Club.
- (D) Be under no disciplinary action from either the American Kennel Club or the American Shetland Sheepdog Association.

## **SECTION 6. TERMINATION OF MEMBERSHIP.** Membership maybe terminated by:

- (A) **RESIGNATION.** Members may withdraw from the Club upon written notice to the Corresponding Secretary, but any debt, including unpaid dues, must be paid to the Club.
- (B) **LAPSING.** Failure to pay dues by June 1st results in automatic termination of membership. The Board may grant an additional 90 days of grace to delinquent members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid as of the date of that meeting.
- (C) **EXPULSION.** 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 of time; or if their conduct is deemed to be detrimental to the welfare or character of the organization, they may be expelled from the Club by the written consent of not less than of 3/4 of the membership in good standing.

## **ARTICLE II**

### **MEETINGS AND VOTING**

**SECTION 1. CLUB MEETINGS.** Meetings of the Club shall be held monthly, at such hour and place as may be designated by the Board of Directors. A quorum for such meetings shall be 20% of the membership and four (4) Board members. Written notice of each such meeting shall be mailed in the newsletter at least ten (10) days prior to the date of the meeting.

**SECTION 2. ANNUAL MEETING.** The annual meeting shall be held at a time designated by the Board of Directors. At this meeting, a list of the new officers shall be compiled by the Corresponding Secretary into an official communique to be sent to the American Shetland Sheepdog Association and the American Kennel Club.

**SECTION 3. SPECIAL CLUB MEETINGS.** Special Club meetings may be called by the President or by a majority vote of the Board of Directors who are present and voting at any regular or special meeting of the Board, or it may be called by the Corresponding Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Written notice of such a meeting shall be mailed by the Corresponding Secretary at least five (5) days and no more than fifteen (15) days prior to the date of the meeting and said notice shall state the purpose of the meeting. No other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the membership plus four (4) members of the Board.

**SECTION 4. BOARD MEETINGS.** Meetings of the Board of Directors shall be held at such hour, date and place as may be designated by the Board. The quorum for such a meeting shall be a majority of the Board.

**SECTION 5. SPECIAL BOARD MEETINGS.** Special meetings of the Board may be called by the President, or may be called by the Corresponding Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held at such place, date and hour as may be designated by the person(s) authorized to call such meetings. Written notice shall be mailed by the Corresponding Secretary at least five (5) days and not more than ten (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 6. 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 the member is present. Proxy voting will not be permitted at any Club meeting or election. In order to be in good standing, the member must have attended at least three (3) regular Club meetings during the previous twelve (12) months.

## **ARTICLE III DIRECTORS AND OFFICERS**

**SECTION 1. BOARD OF DIRECTORS.** The Board shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and Sergeant-at-Arms plus the immediate past-president, (3) other members not holding other offices (or four (4) elected members if the immediate past-president is currently holding office or declines the position) and the show Chairperson. Each Board member shall be a member in good standing and shall be elected for a one-year term at the Club's annual meeting as provided in Article II, Section 2, and 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 shall serve in their respective capacities both with regard to the Club and its meetings, and the Board and its meetings.

**(A) PRESIDENT.**

1. Shall preside at all meetings of the Club and of the Board.
2. Shall have all the duties and powers normally appurtenant to the office of President including those particularly specified in these by-laws.
3. Shall be an ex officio member of all committees.

**(B) VICE-PRESIDENT.**

1. Shall discharge the duties of the President in his/her death, absence, or incapacity.

2. Shall function at all meetings as Parliamentarian.

**(C) CORRESPONDING SECRETARY.**

1. Maintaining the Club's official mailing address.
2. Sending, receiving, and filing all Club correspondence.
3. Sending any flowers, gifts or cards (approved by the Board).
4. Preparing and submitting the report of Annual Meeting to the American Shetland Sheepdog Association.
5. Turning over all files on record to the Recording Secretary at the end of the Club's year.
6. Preparing and submitting a list of the newly elected officers to the American Kennel Club, and other Regional Shetland Sheepdog Clubs.
7. Any other duties designated by the Board of Directors or outlined in the By-Laws.

**(D) RECORDING SECRETARY.**

1. Keeping a record of all meetings of the Club, and Board of Directors, and Club transactions.
2. Preparing and presenting the report of Club activities and records.
3. Compiling all records of value into a notebook.
4. Reading aloud the duties of each officer at the April Club meeting and each committee at the annual meeting prior to committee chairperson election.
5. Any other duties outlined in these By-Laws.

(E) **TREASURER.**

1. Collecting and receiving all monies and dues belonging to the Club, stamping (with the Club stamp) and depositing (within two (2) weeks of receipt) all receipts and checks in the bank designated or approved by the Board of Directors in the name of the Club.
2. His/her books shall be at all times open to inspection of the Board and he/she shall report to them at every meeting (in writing) the condition of the Club's finances and every item of receipt or payment not before reported.
3. At the annual meeting he/she shall read and account for fiscal year (with a written copy for each member).
4. He/she must assure that the checks are signed by the Treasurer and one of the following three (3) authorized signatures (President, Vice-President, Recording Secretary).
5. Shall be a member of the Audit and Show Committees.

(F) **SERGEANT-AT-ARMS.**

1. Maintaining order at all meetings.
2. Custodian of and maintaining an inventory of all Club property.

**SECTION 3. VACANCIES.** All 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 AND ELECTIONS**

**SECTION 1. CLUB YEAR.** The Club's fiscal and official year shall begin immediately at the conclusion of the election at the annual meeting in June 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 June 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 immediately upon conclusion of the election. Each retiring officer shall turn over to their successor in office all properties and records relating to that office within thirty (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 five (5) nominated candidates for other positions on the board who receive the greatest number of votes for such a position 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 March, the nominating committee consisting of five (5) members shall be selected as follows: The President shall nominate the Chairperson and the Board of Directors shall elect two (2) members; the membership of the Club shall elect two (2) members. The Recording Secretary shall immediately notify the Committee persons of their selection. The Chairperson of the Committee shall fulfill their duty and call a committee meeting which shall be held prior to the April regular Club meeting.

- (A) The Committee shall nominate one (1) candidate for each office and for the 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 (before the May meeting) notify the general membership of the candidates so nominated.

- (C) Additional nominations may be made at the May meeting by any member in attendance provided that the person so nominated does not decline when their name is proposed. Furthermore, if the proposed candidate is not in attendance at this meeting, their proposer shall present to the Recording Secretary a written statement from the proposed candidate signifying their willingness to be a candidate. No person may be a candidate for more than one position. The additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- (D) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

### **SECTION 3. VOTING.**

- (A) The nominees shall be elected by the general membership at the annual meeting in June of each year, the voting being by mail ballot sent out by the Corresponding Secretary.
1. Ballots shall be sent to each member with instructions to put the ballot, after marking, into a blank envelope and seal same. The unmarked envelope is to be placed in another envelope which shall be identified on the outside by the member voting.
  2. Ballots shall be mailed by the Corresponding Secretary at least two (2) weeks prior to the date of the annual meeting.
  3. Ballots received by the Corresponding Secretary, shall be checked prior to opening against a list of members in good standing. The eligible, sealed, unmarked envelopes shall be given to the Nominating Committee Chairperson for counting.

- (B) The nominated candidate for each office receiving the greatest number of votes shall be declared elected.
- (C) The three (3) or four (4) (as specified in Article III, Section 1) candidates for the Board of Directors positions receiving the greatest number of votes for such positions shall be declared elected.
- (D) In the case of a tie vote for an officer or Board of Director, said tie shall be broken by another mail vote of all regular members in good standing using the procedure mentioned above.
- (E) The new officers shall automatically take office immediately after conclusion of the election.

## **ARTICLE V COMMITTEES**

**SECTION 1.** The Board may each year appoint standing committees to advance the work of the Club in such matters as; Specialty Shows, Obedience, Field, Herding and Agility Trials, trophies, annual prizes, membership, audits 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. The Board may appoint successors to those persons whose services have been terminated.

**SECTION 3.** An Audit Committee shall be formed in order to conduct an audit one month prior to the end of the Club's fiscal year. This committee shall consist of the Treasurer and two (2) other regular members, one being appointed by the Board and the other being elected by the General Membership at the April meeting.



## **ARTICLE VI**

### **DISCIPLINE**

**SECTION 1. AMERICAN KENNEL CLUB SUSPENSION.** Any member who is suspended from 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 interest of the Club or the Breed. Written charges, with specifications, must be filed in duplicate with the Corresponding Secretary together with a deposit of \$10. Deposit shall be forfeited if charges are not sustained. The Corresponding Secretary shall promptly notify the Board which shall meet and fix a date of a Board hearing not less than three (3) weeks nor more than six (6) weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by registered mail with a notice of the hearing, and an assurance that the defendant may personally appear in their own defense and bring witnesses, if they wish.

**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 vote of those present, suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. 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 their fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its's finding shall be put in writing and filed with the Corresponding Secretary. The Corresponding Secretary 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 as provided in Section 3 of the Article. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing on their own behalf if they wish. The general membership shall then vote by secret written ballot

on the proposed expulsion. The consent of not less than 3/4 of the membership in good standing present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

**SECTION 5. IMPEACHMENT.** Any officer or member of the Board whose actions are found to be detrimental to the welfare of the Club may be impeached with the written consent of not less than 3/4 of the membership in good standing by a mail vote of all voting members in good standing.

## **ARTICLE VII AMENDMENTS**

**SECTION 1.** 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 of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors. Recommendations of the Board must be submitted to the general membership, by the Recording Secretary, for a vote within three (3) months of the date when the petition was received by the Recording Secretary.

**SECTION 2.** The Constitution and By-Laws may be amended with the written consent of not less than 3/4 of the membership in good standing by mail vote. Copies of the proposed changes shall be mailed to the membership thirty (30) days prior to the expected mailing of the ballots, thus leaving time for members to register objections or suggested changes. These objections/suggestions shall be considered by the Board and changes, if any, shall be mailed to the membership for further consideration. If, after thirty (30) days there are no further objections, the proposed changes shall stand and ballots shall be mailed to all members, allowing thirty (30) days for response. Method of balloting shall be the same for the annual election of officers.

## **ARTICLE VIII DISSOLUTION**

**SECTION 1. DISSOLUTION.** The Club may be dissolved at any time by the written consent of not less than 3/4 of the members. In the event of the dissolution of the Club, whether voluntarily or involuntarily or by operation of law, none of the property, assets nor proceeds of the Club shall be distributed to any members of the Club. After payment of the debts of the Club it's

property and assets shall be given to a non-profit, canine organization selected by the Board of Directors.

## **ARTICLE IX**

### **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 Corresponding Secretary
- Report of the Treasurer
- Reports of Committees
- Election of Officers and Board  
(annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

**SECTION 2.** At meetings of the Board, the order of business shall be at the discretion of the Board.

**SECTION 3.** Robert's Rules of Order shall apply except where no other provisions exist.