

# BYLAWS of Working Aussies of Virginia

## ARTICLE I

### GENERAL PROVISIONS

Section 1.1. **Identification.** The name of this organization is Working Aussies of Virginia. The Club is an official affiliated club of the Australian Shepherd Club of America, Inc. (ASCA), and shall not affiliate with any other dog club or registry.

Section 1.2. **Address.** The business/ mailing address of the Club at time of adoption of these Bylaws is:

Working Aussies of Virginia  
c/o Debbie McCluske  
4728 Ballahack Road  
Chesapeake, VA 23322

Section 1.3. **Non-Profit Status.** The Club shall not be conducted or operated for profit. No part of any profit or remainder or residue from dues or donations to the Club shall inure to the benefit of any member.

1.3.1. The Club may not engage in any form of discrimination which adversely affects ASCA's tax-exempt status under Internal Revenue Code Section 501 (c)(7).

Section 1.4. **ASCA trademarks and the like.** The names, logos, trademarks and service marks of ASCA may not be used by the Club or its members unless authorized by ASCA.

Section 1.5. **Objectives.** The objectives of the Club are:

1.5.1. To encourage and promote the breeding of purebred Australian Shepherds in such a manner as to bring their natural qualities to the highest degree attainable. It shall strive to educate and assist all owners of the breed to improve their knowledge of the breed and its history.

1.5.2. To protect and advance the interest of the Australian Shepherd breed and to encourage ethical breeding practices and sportsmanlike competition at all dog shows and trials.

1.5.3. To conduct Conformation Shows, Obedience Trials, Tracking Tests, Stock Dog Trials and other events under the rules and regulations of ASCA.

1.5.4. To encourage all breeders to accept the breed standard adopted by ASCA as the only standard of excellence by which the breed shall be judged.

## ARTICLE II

**2.1. ORDER OF BUSINESS AND PROCEDURES.** The latest version of "Robert's Rules of Order" shall govern any matter of procedure not specifically addressed by these Bylaws, unless another order of procedure is established by the Board of Directors.

## ARTICLE III

### MEMBERSHIP

#### Section 3.1. Eligibility

3.1.1. Membership shall be open to all persons who are in good standing with the Australian Shepherd Club of America, Inc. and Working Aussies of Virginia and who shall subscribe and adhere to the principles and objectives of this Club. Persons who are currently suspended or expelled from ASCA may not join this Club until they are reinstated in ASCA. Membership shall be unrestricted as to race, color, creed, or sex, and ownership of an Australian Shepherd shall not be a requirement of membership.

3.1.2. Any person who renews membership is deemed to have consented to all current terms of the Constitution, Bylaws, Rules, Policies, Procedures, Dispute Rules of both ASCA and the Club.

#### Section 3.2. Types of Membership

3.2.1. **Individual Membership** - which shall be open to any individual meeting eligibility requirements, and shall have one vote.

3.2.2. **Family Membership** - which shall be open to any person and the resident members of their immediate family household who meet eligibility requirements. Voting memberships shall be vested in members of the family who are 18 years of age or older, and junior non-voting memberships shall be vested in members of the family who are younger than the age of 18. Dues shall be pro-rated at full payment for head of household and 1/2 payment for all additional family members who desire membership.

3.2.3. **Junior Non-voting Membership** - which shall be open to anyone under age 18 and not living with an Club member. Dues shall be 1/2 of individual membership dues.

3.2.4. **Honorary Life Membership** - which shall be a non-paid, voting membership offered to those persons selected by unanimous vote of the Board to receive such special membership. Honorary memberships will be offered periodically to honor a person for his/her outstanding service to this Club, or to the Australian Shepherd and its fancy.

3.2.5. Membership in the Club is not transferable.

#### Section 3.3. Election to Membership Procedures

3.3.1. An applicant is admitted to membership only upon election by the Board of Directors. The club membership will be notified prior to consideration by the board.

3.3.2. A one time application fee will be required for any type of membership. If membership is denied, the fee will be refunded. The amount of the fee will be determined by the board.

Section 3.4. **Dues.** Annual dues of an amount determined by the Board shall be payable on each July 1. Dues shall be determined by the financial needs of the Club and will be changed upon reasonable notification of members.

### Section 3.5. **Termination of Membership**

3.5.1. **By Resignation:** Any member may, by written request, resign from membership in the Club. Dues will not be refunded.

3.5.2. **By Lapsing;** Any member whose dues remain unpaid by August 1 of any fiscal year will be considered lapsed in membership.

3.5.3.1. **Lapsing reapplication:** Upon reapplication of a lapsed membership, an application fee will be required.

3.5.4. **By Suspension; Expulsion:** Any member who is disciplined by ASCA is deemed disciplined to the same extent by the Club, Any member may be terminated by expulsion as provided in Article XIII of these Bylaws.

### Section 3.6. **Good Standing**

3.6.1. A member in good standing is considered to be in good standing if they are in compliance with all the rules and regulations of ASCA and its affiliates and conduct themselves so as to advance the interests of the Club and the breed.

## ARTICLE IV

### CLUB BUSINESS

Section 4.1. **Fiscal Year.** The Club's fiscal year is from July 1 to June 30. The Clubs official year shall begin immediately upon Installation of it's elected officers and end upon their termination of office.

### Section 4.2. **Membership Meetings**

4.2.1. One or more general meetings shall be held annually with the dates to be determined by the Board. Members shall be notified of all meetings not less than 15 days prior to the selected date.

4.2.2. The Board shall meet not less than six times yearly to conduct business of the Club. Special meetings of the Board may be called by the President at any time, with 15 days notice to the members of the Board.

A. A quorum shall consist of 5 Directors. The presence of a quorum is necessary for all voting. Unless otherwise specified in these Bylaws, any matter may be passed by the Board of Directors by a simple majority of those Directors present to vote.

B. All meetings of the Board of Directors may be attended by the general membership except when it is considering matters of discipline. When considering matters of discipline, only members of the Board and the person whose conduct is in question may be present.

4.2.3. Special meetings of the general membership may be requested in writing and signed by 25% of the general membership in good standing. A special meeting may only be requested by written petition to the Board of Directors. The petition must be given to the Board at least thirty days before the desired special meeting. The Secretary shall provide notice to the general members by telephone, fax, email or mail at least 15 days before the meeting.

Section 4.3. Voting by balloting of the entire membership may only be permitted in special cases as determined by these Bylaws.

4.3.1. In cases of voting by balloting of the membership, a majority of 51% of the total Club membership roll shall be required to carry a decision. Should such balloting fail to elicit sufficient response from the membership to effect a decision, the question shall be brought before the membership present at the next general meeting of the Club and voted upon at that time. A majority vote of those in attendance shall then be considered sufficient to effect all decisions of the Club.

## ARTICLE V

### THE BOARD

The affairs of the Club shall be managed by the Board of Directors.

Sections. 5.1. The Board shall consist of all officers of the Club, and 2 additional Club members elected from the general membership. Members of the Board shall serve a 2-year term of office, and shall be expected to attend a majority of meetings of the Board to affect the duties of their office. Board members will not serve more than two consecutive terms in the same office.

Section 5.2. The new Board shall assume office immediately after the meeting at which they were elected. In the case of disputed elections, the former Board will serve until the dispute is resolved. The new Board shall assume office immediately after a disputed election is resolved.

Section 5.3. The Board shall be vested with general management and supervision of all Club business and affairs, and it shall be empowered to appoint such committees as may be deemed necessary to advance the work of the Club. All committees and each of their members shall be subject to the authority of the Board, and may be terminated or replaced by the Board at any time.

Section 5.4. Actions and decisions of the Board may be subject to review of 51% of the general membership at any time, by written petition of the members or by request of the President.

5.4.1. Any three members, not of the same household; or the President, may petition the

Secretary in writing to hold a balloting of the membership to rescind any Board decision alleged not to be in the best interest of the Club. The Secretary shall notify the membership for a decision on the issue, and a general membership meeting shall be called not less than 30 days following the mailing of the ballots to decide upon the issue.

## ARTICLE VI

### OFFICERS

The officers of the Club shall consist of the President, Vice President, Secretary, Treasurer and Affiliate Representative. All officers must be members in good standing of ASCA. Persons who are currently suspended or expelled from ASCA may not run for office in this Club until they are reinstated in ASCA.

Section 6.1. **President:** who shall preside over all meetings, chair the Board, and exercise supervision over all affairs and activities of the Club. He/she shall be a member ex officio of all committees, and shall have all powers and duties normally appropriate to this office. Refer to Robert's Rules of Order for the President's voting privilege.

Section 6.2. **Vice President:** who shall assume the duties of the President during his/her absence, illness or incapacity. In the event of resignation or death of the President, the Vice President shall assume the office of President for the remainder of his/her term of office, and a replacement for the Vice President shall be appointed by the Board for a like term of office.

Section 6.3. **Secretary:** who shall keep all records of the Club, record the minutes of all Board and general membership meetings, give notice to all members as may be required, and maintain all correspondence for the Club. The Secretary shall maintain within reach at all meetings, copies of Bylaws, special rules of order and standing rules. The Secretary shall notify officers and Directors of their election to office.

Section 6.4. **Treasurer:** who shall be entrusted with all financial records and monies of the Club, shall collect dues and pay debts of the Club, and keep accurate records of all transactions under his/her supervision. Expenditures of amounts in excess of \$99.00 must be approved by the President. All funds shall be deposited in a bank designated by the Board, and he/she may be bonded, at the discretion of the Board, for an amount not to exceed the balance of funds in the Club treasury. His/her books shall be open to inspection of the Board at all times, and he/she shall report the status of the Club's finances at each general membership meeting. At the closing of the fiscal year, shall render a written report of the previous years accounts to the general membership at its next meeting (or annual meeting). The Treasurer has the duty of a fiduciary to the Club.

Section 6.5. **Affiliate Representative:** who shall be the Club liaison representative to the Australian Shepherd Club of America, Inc., and be empowered to represent the Club at its Board in all business and correspondence with the parent Club and its affiliates. However, all activities of the affiliate representative shall be subject to prior approval of the President and/or Board. He/she shall give report of all activities of and communications with the parent Club at each general membership meeting; and he/she shall communicate all impending matters with the Board and/or the President as they arise. The Affiliate Representative is responsible for distributing all ASCA business to the Club.

Section 6.6. Any vacancies occurring on the Board or among the officers of the Club shall

be filled until completion of that term of office by a majority vote of the Board at its next regular meeting following the creation of the vacancy; except for the office of the President as provided in these by-laws. Any member of the Board or officer of the Club who is absent from more than half of the Club meetings shall have resigned by reason of absence.

Section 6.7. **Show Coordinators:** shall be appointed by the Board of Directors. The show coordinators are the liaison between the Club and the ASCA show office. Show coordinators sign and are responsible for all paperwork pertaining to sanctioning of all ASCA show/trial programs.

Section 6.8. **Club Records.** Each officer is responsible for maintaining records appropriate to the officer's Club business. Records must be maintained in a form easily readable, transportable and maintainable by anyone qualified for the office. All records kept of whatever nature or form are the property of the Club. Each officer is responsible for transferring the Club's records to his successor within 14 days following an election. Either the outgoing or incoming officer's unexcused failure to effect this transfer automatically removes that person from good standing. If the incoming officer is the person preventing the transfer, the outgoing officer will continue in office until the transfer is completed.

Section 6.9. **Removal of a Director.** A Director may be removed from office only upon an affirmative vote of 5 of the other Directors or upon two-thirds majority vote of the general members. The Director sought to be removed may not vote for this purpose. A director may be removed from office only for cause.

## ARTICLE VII

### LIABILITY OF MEMBERS

#### Section 7.1. **Personal Liability**

7.1.1. Except for payment of dues, no Director, Officer, or member shall be personally liable for any past or present debt or obligations of the Club.

7.1.2. A member may not incur debt for the Club without approval of the Board of Directors

Such a person is personally liable for the debt. However, the Board of Directors may ratify such a debt by a simple majority of those Directors present to vote at any meeting of the Board of Directors.

7.1.3. No person shall use the name, mailing list, or official insignia of the Club for other than Club purposes.

## ARTICLE VIII

### ANNUAL MEETING

Section 8.1. An annual meeting may be called by the President and Board as concurrent as possible with the election of new officers every 2 years. Normal conduct of this meeting shall include a report of the President on the activities of the Club's past year, a report by the Secretary on the growth of the Club, a report of the Club's financial status by the Treasurer,

a report by the affiliate representative on ASCA affairs, a report by outstanding committee heads as directed by the President, installation of new Club officers, and the presentation of Club awards.

## ARTICLE IX

### **NOMINATIONS AND ELECTIONS**

Section 9.1. On or before the 1st day of July bi-yearly, the President shall appoint a nominating committee which shall propose and present a slate of nominees for election to all officers of the Club and It's Board. The Nominating Committee shall consist of three members in good standing, one of whom must be a member of the Board. The President may not serve on the Nominating Committee, The Nominating Committee shall select it's own Chairman. Said slate of nominees shall be presented to the Board no later than the 1st day of August.

- A. No member whose dues are not paid may be a nominee.
- B. No member who has not consented to nomination may be a nominee.
- C. No member who has been suspended or expelled from ASCA may be a nominee.

Section 9.2. During the month of September a general membership meeting shall be called to present the Officer/Board nominee slate, as selected by the nominating committee, to the membership: or notice thereof shall be presented to the membership by mail. Additional nominations shall be solicited from the membership from the floor, or by mail, at this time. All additional nominees must consent to nomination on or before the 1st day of October to qualify for such nomination.

Section 9.3. Elections shall be held during the month of October and shall be conducted by mail. Voting ballots shall be sent to all voting members on or before the 10th day of October and voting will cease on the 31st day of October. Election of the nominees shall be effected by a majority vote of the ballots received by the dose of voting date, as single exception to Article III, Section 3 of these by-laws. Elected candidates shall assume the duties of office on or before the 30th day of November. Write-In candidates shall not be allowed in balloting. The agenda may also include other issues which the Board wishes to submit to a vote of the members. (See Article XI Section 11.2)

9.3.1. The outgoing affiliate representative shall file the annual ASCA report prior to being relieved.

Section 9.4. Nominations and elections cannot be made in any manner other than as provided herein.

## ARTICLE X

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 10.1. All financial accounts shall be in the name and to the credit of Working Aussies of Virginia. The accounts shall be maintained in a federally insured financial institution located in the county where the Club conducts all or a majority of it's business.

Section 10.2. All disbursements shall be made by check signed by the Treasurer, the Secretary or the President.

Section 10.3. The Board of Directors may authorize one or more officers of the Club to enter into any contract or to execute and deliver any Instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances,

Section 10.4. All funds of the Club shall be deposited in a timely manner to the credit of the Club In the accounts specified In Section 10.1.

## ARTICLE XI

### **CREATION AND TERMINATION OF COMMITTEES**

Section 11.1. Subject to approval of the Board of Directors, the President may appoint permanent or temporary committees to advance the work of the Club.

Section 11.2. A committee may be terminated by an affirmative majority vote of the Board of Directors.

## ARTICLE XII

### **AMENDMENTS TO THE BYLAWS**

Section 12.1. Amendments to the Bylaws may only be accomplished by a vole of the membership of the Club. Amendments may be proposed by the Board of Directors or by written petition signed by twenty percent of the members of the Club (n good standing and addressed to the Secretary.

Section 12.2. Amendments must be submitted to a vote of the members within three months of any meeting of the Board of Directors in which the amendments were considered. Amendments proposed by petition must be accompanied by recommendations of the Board when published in the agenda for the election. See Article IX, Section 9.3.

Section 12.3. Proposed Amendments to these Bylaws must be approved by ASCA before a final club vote on these amendments is initiated. Proposed changes to these Bylaws must be submitted to the ASCA Board with the old wording followed by the new wording.

## ARTICLE XIII

### **DISPUTES AND DISCIPLINE**

Section 13.1. Disputes between Club members, between a member and the Club or involving non-members and pertaining to Club affairs or a Club-sanctioned event, shall be decided in accordance with the Dispute Rules as adopted by ASCA. Any discipline or sanctions Issued or administered by the Club shall be in conformity with such rules.

Section 13.2. Any member who is suspended from the privileges of the Australian Shepherd Club of America, inc. automatically shall be suspended from the privileges of this Club for a like period.

Section 13.3. Members of the Club and non-members participants in Club activities must agree to abide by all rules and procedures adopted by ASCA and those adopted by the Club. Forms for application for membership and for participation in Club activities shall so state. Such rules and procedures include, but are not limited to, these Bylaws, ASCA's Bylaws, the ASCA Show, Obedience and Stock Dog Rules and Regulations and ASCA's Dispute Rules.

Section 13.4. All members shall be expected to conduct themselves in a manner which shall uphold the principles of the Club as stated in the constitution, and may, by actions contrary to it's ideas, be subject to disciplinary action of the Board.

## ARTICLE XIV

### **DISSOLUTION**

The Club may be dissolved at any time by written consent of at least three-fourths of the members in good standing.

Section 14.1 . In the event of dissolution, whether by voluntary means, involuntary means, or by operation of law, none of the property, funds, assets or proceeds thereof shall be distributed to any member of the Club unless such distribution is to discharge an undisputed and properly documented obligation of the Club to the member. All remaining Club property, funds, assets, or proceeds thereof must be donated to a benevolent animal organization or as a donation for the ASCA National Specialty or the Aussie Rescue fund as directed by the Board of Directors.

Section 14.2. Funds which are subject to dispute involving the Club will be deposited in the ASCA Dispute Funds Trust. At resolution of the dispute, the amount in dispute will be either disbursed to the appropriate claimant or transferred to the Aussie Rescue fund or the ASCA National Specialty fund in the name of the dissolving Club.

Section 14.3. Written notification of the dissolution must be given to ASCA before the effective date.



## **ASCA REQUIRED ADDENDUM TO AFFILIATE CLUB BYLAWS**

**1. Conflict within Bylaws.** In the event of a conflict between this addendum and any other provision of these bylaws, this addendum shall prevail.

**2. The Club and ASCA.** The Affiliate Club is referred to as "the Club" and the AUSTRALIAN SHEPHERD CLUB of AMERICA, Inc., is referred to as "ASCA" in this addendum.

2.1 The club shall not seek membership nor seek license or sanction for any event with another registry other than a registry which ASCA has an agreement.

2.2 The Host Club of an ASCA National Specialty shall not invite nor contract with another registry or any of its affiliates other than a registry with which ASCA has an agreement to hold an event at any time during the Nationals or as a pre-show or trial.

2.3 The ASCA Business Office will refuse sanction of any show/trial of an ASCA Affiliate held with the United States Australian Shepherd Association (USASA) National Specialty unless such show is approved by a vote of the membership of such Affiliate when at least Fifty Percent (50%) of such Affiliate Club members cast a vote and action is approved by Two-Thirds (2/3) of those casting votes.

**3. Non-Profit Status.** The Club shall not be operated for profit. No profit or part thereof or any remainder or residue from dues or donations for the Club's use shall inure to the benefit of any member.

**4. Objectives.** The primary objective of the Club is to protect and advance the Australian Shepherd breed. In service of this goal, the Club will:

4.1 Encourage and promote the breeding of purebred Australian Shepherds in such a manner as to bring their natural qualities to the highest degree attainable.

4.2 It shall strive to promote, educate and assist all owners of the breed to improve their knowledge of the breed and its history,

4.3 Protect and advance the interest of the Australian Shepherd breed and to encourage ethical breeding practices and sportsmanlike competition at all dog shows and trials.

4.4 Conduct Conformation Shows, Obedience Trials, Stock Dog Trials, Tracking Tests, Agility Trials and other events in conformity with ASCA rules and regulations.

4.5 Encourage all breeders to accept the ASCA breed standard as the only standard of excellence by which the breed shall be judged.

5. **Order of Business and Procedures.** The latest version of "Robert's Rules of Order" shall govern any matter of procedure not specifically addressed by these Bylaws, unless another order of procedure is established by the Board of Directors.

6. **Membership.** Membership shall be open to all persons who are in good standing with ASCA and the Club and who shall subscribe and adhere to the principles and objectives of this Club. Persons who are currently suspended or expelled from ASCA may not join this Club until they are reinstated in ASCA.

6.1 Each applicant for membership shall apply on a form approved by the Club. The form shall provide that the applicant agrees to abide by the Constitution, Bylaws, Rules, Regulations, Code of Ethics, and Dispute Rules of both ASCA and the Club.

6.2 Any person who renews membership is deemed to have consented to all current terms of the Constitution, Bylaws, Rules, Policies, Procedures, Dispute Rules of both ASCA and the Club.

6.3 Any member who is disciplined by ASCA is deemed disciplined to the same extent by the Club.

7. **Officers.** All Officers and Directors must be members in good standing of ASCA. Persons who are currently suspended or expelled from ASCA may not hold or run for office in this Club until they are reinstated in ASCA.

7.1 **Affiliate Representative:** Who is an Officer in the Club and shall be the Club liaison representative to ASCA and be empowered to represent the Club in all business and correspondence with the parent Club and its affiliates. He/she shall give report of all activities of and communications with the parent Club at each meeting; and he/she shall communicate all impending matters with the Board and/or the President as they arise. The Affiliate Representative is responsible for distributing all ASCA business to the Club.

7.2 **Show Coordinators:** Shall be appointed by the Board of Directors. The Show Coordinators are the liaison between the Club and the ASCA show Office. Show Coordinators sign and are responsible for all paperwork pertaining to sanctioning of all ASCA show/trial programs.

7.3 Any member of the Board or officer of the Club who is absent for more than half of the Club meetings shall have resigned by reason of absence.

8. **Nominations and Elections.** Nomination and elections will be scheduled so the new slate of officers are installed before the Affiliate renewals are due back to the ASCA Business office on January 1. (Note; With the new officers on the renewal form, the listing of all Affiliate Clubs at the Business office and in the Aussie Times will be correct as of January 1.) Any change of officers during the year must be sent to the ASCA Business Office within thirty days of the change.

9. **Amendments.** Proposed Amendments to these Bylaws must be approved by ASCA before a final club vote on these amendments is initiated. Proposed amendments will be submitted to ASCA with the old wording followed by the new wording.

10. **Disputes and Discipline.** Disputes between Club members, between a member and the Club or involving non-members and pertaining to Club affairs or a Club sanctioned event,

shall be decided in accordance with 'the Dispute Rules as adopted by ASCA. Any discipline or sanctions issued or administered by the Club shall be in conformity with such rules.

**10.1 Discipline by ASCA.** Any member who is suspended from the privileges of ASCA shall automatically be suspended from the privileges of this Club for a like period.

**11. Consent to rules.** Members of the Club and non-member participants in Club activities must agree to abide by all rules and procedures adopted by ASCA and those adopted by the Club. Forms for application for membership and for participation in Club activities shall so state. Such rules and procedures include, but are not limited to, these Bylaws, ASCA's Bylaws, Registry Rules, the ASCA Show, Obedience, Tracking and Stock Dog Rules and Regulations and ASCA's Dispute Rules.

**12. Dissolution.** Written notification of the dissolution must be given to ASCA before the effective date.

12.1 Upon dissolution of the Club, any assets remaining after discharge of the obligations of the Club must be donated to a tax-exempt, benevolent animal organization (such as, but not limited to Aussie Rescue and Placement or to the host Club of the next National Specialty).

12.2 The Club may not engage in any form of discrimination which adversely affects ASCA's tax-exempt "status under internal Revenue Code Section 501(c)(7).

**13. ASCA trademarks and the like.** The names, logos, trademarks and service marks of ASCA may not be used by the Club or it's members unless authorized by ASCA.