



# CONSTITUTION

## ARTICLE I Name and Objects

**SECTION 1.** The name of the club shall be Pacific Northwest Miniature American Shepherd Club, hereafter referred to as PNWMASC.

**SECTION 2.** The objects of the club shall be:

(a) to encourage and promote quality in the breeding of pure-bred Miniature American Shepherds and to do all possible to bring their natural qualities to perfection;

(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 the Miniature American Shepherd (MAS) shall be judged;

(c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at

- Dog shows
- Obedience Trials
- Specialty Shows
- Herding Trials & Tests
- Agility Trials
- Any and all other club related performance or companion activities;

(d) to conduct performance or companion events under the Rules and Regulations of the American Kennel Club, including but not limited to:

- sanctioned matches,
- specialty shows
- obedience trials
- herding trials & tests
- agility trials
- other performance or companion related events;

**Section 3.** The PNWMASC shall represent Region 1 of the Miniature American Club of the U.S.A. (MASCUSA) (Alaska, Washington, Oregon, Idaho, Montana, Wyoming).

**Section 4.** 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 5.** The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

# BYLAWS

## ARTICLE I

### Membership

**SECTION 1. Eligibility.** There shall be (see Glossary) three (3) types of membership open to all persons 18 years of age and older (9-17 for Junior) who are in good standing with The AKC and who subscribe to the purposes of this Club.

The club's primary purpose is to represent the breeders, owners, & exhibitors in its immediate area of Region 1; Alaska, Washington, Oregon, Idaho, Montana, and Wyoming. Membership is unrestricted regarding residence.

**SECTION 2. Dues.** The amount of annual dues shall be set by the Board of Directors (Board) and shall not exceed \$30 per year for Individual Membership (1 vote), \$40 per year for Joint Membership (2 votes), and \$20 for Associate/Junior Membership (no voting privilege) payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. 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 bylaws and the rules of The AKC. The application shall state the name and address of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the Applicant 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 Board following its receipt. Additionally the Applicants name and state of residence will be posted in the club newsletter or other communication. If the Applicant is not protested in writing before the first board meeting following these publications, the application will be voted on by the board. If the Applicant is protested in writing, the Board will review and vote on the applicant within 60 days of receiving the protest. An affirmative vote of 2/3 of the Board present shall be required to elect an applicant.

If an Applicant was rejected, they may re-apply after 6 months.

### **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 Secretary, but no member may resign when in debt to the club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.

(b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however, the board may grant an additional 30 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 VI of these bylaws.

## ARTICLE II

### Meetings and Voting

**Section 1. Annual Membership Meeting.** The annual meeting of the club shall be held in the month of April, May, or June, in conjunction with a regional show if possible, at a place, date, and hour designated by the Board. Written notice of the annual meeting shall be published in the club's newsletter or by email at least 30 days prior to the date of the meeting. For any item requiring a vote, a proxy ballot shall be sent by U.S. mail or electronic mail in accordance with Article IV, Section 2. The quorum for members meetings shall be the presence in person or by proxy of 20% of the voting members in good standing. Approval of an item of business requires the vote of a majority of the votes cast, a quorum being present.

If at such time electronic communications become reliable enough at a membership meeting (given limitations of most dog-show sites) to allow for live streaming and real-time electronic voting, then this will be voted on by the board and communicated to the members in advance of the meeting.

**Section 2. Special Membership Meetings.** Special membership meetings may be called by the President or by a majority vote of the members of the Board; or shall be called by the Secretary upon receipt of a petition signed by 10% of the voting members of the club who are in good standing. Such meeting shall be held at such place, date and hour as may be designated by the Board. Written notice of such meeting shall be published in the club's newsletter or other communication at least 14 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other club business may be discussed. The quorum for members meetings shall be the presence in person or by proxy of 20% of the voting members in good standing. Approval of an item of business requires the vote of a majority of the votes cast in person or by proxy, a quorum being present.

**Section 3. Board Meetings.** The first meeting of the Board shall be held within 30 days after the elected officers and directors take office. Other meetings of the Board shall be held at such times and places or via telephone conference call, or video conference call or other electronic communication, as are designated by the President or by a majority vote of the entire board. If the date for the next board meeting was not determined during the last board meeting, a fourteen day written notice should be provided to each member of the board prior to the date of the meeting. The quorum for a board meeting shall be a majority of the entire board. The phrase "entire Board" means the total number of directors entitled to vote which the club would have if there were no vacant director positions. Approval of an item of business requires the vote of a majority of the directors present, a quorum of the Board being present.

**Section 4. Board Business.** Any action required or permitted to be taken by the Board or any Committee of the Board may be taken without a meeting if all members of the Board or committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written consents will be filed with the minutes of the proceedings of the Board or Committee.

## ARTICLE III

### Directors and Officers

**SECTION 1. *Board of Directors.*** The Board shall be comprised of the officers and 4 other persons (Directors), all of whom shall be members in good standing and 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 shall be entrusted to the Board of Directors.

**SECTION 2. *Officers.*** The club's officers, consisting of the 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 President in addition to those particularly specified in these bylaws.

(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.

(c) The 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; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, which shall be sent to any member in good standing, upon written request, not more than once every club year, and carry out such other duties as are prescribed in these bylaws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Club.

Moneys shall be deposited in a bank designated by the board, in the name of the Club.

The books shall at all times be open to inspection by the board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered 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.

(e) The offices of Secretary and Treasurer may be held by the same person, in which case the Board shall be comprised of 7 persons.

(f) MASCUSA Contact Person. It shall be the duty of the Contact person to note the proceedings & minutes of MASCUSA and represent PNWMASC with the instructions of the Board. The Contact shall report to The PNWMASC any actions and matters pertinent to the club. The MASCUSA Contact must be filled by either the President or Secretary.

**SECTION 3. *Directors.*** There shall be four (4) Directors who will serve the purposes and objects of the PNWMASC.

**SECTION 4. *Vacancies.*** Any 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 the 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, Annual Meeting, Elections

**SECTION 1. *Club Year.*** The club's fiscal year shall begin on the first day of January and end on the last day of December. The club's official year shall begin 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 April, May, or June (whenever possible), at which Officers, Directors, and Delegate for the ensuing year shall be elected by secret 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 the successor in office all properties 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 4 nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected.

**Section 4. *Nominations and Ballots.*** No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. No person shall be a candidate for more than one position, and a candidate must be a member in good standing. A Nominating Committee shall be chosen by the Board on or before January 1st. The Committee shall consist of three members in good standing, no more than one of whom may be a member of the current board of directors. The Committee shall select a chairman. The Nominating Committee may conduct its business by mail, telephone or other electronic means.

(a) The Nominating Committee shall nominate one candidate for each office and positions on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.

(b) Additional nominations of eligible members may be made by written petition addressed to the Recording Secretary and postmarked on or before March 1st, signed by three members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate and an initial statement from the candidate

(c) If no valid additional nominations are postmarked on or before March 1st, the Nominating Committee's slate shall be submitted to the members at the annual meeting for election. If one or more valid additional nominations are postmarked on or before March 1st, the list of all nominated candidates shall be provided to the members. No person may be a candidate for more than one position.

(d) a ballot listing all the nominees for each position in alphabetical order with the city & state in which they reside will be made available to the members before April 1<sup>st</sup>. Ballot will be sent out by mail or email at least 14 days before general membership meeting.

(e) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

## ARTICLE V

### Committees

**SECTION 1.** The Board may each year appoint standing committees to advance the work of the club in such matters as dog shows, obedience 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 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; and the Board may appoint successors to those persons whose services have been terminated.

## ARTICLE VI Discipline

**SECTION 1.** AKC Suspension or MASCUSA Suspension. Any member who is suspended from all the privileges of The American Kennel Club or MASCUSA automatically shall be suspended from the privileges of this club for a like period.

**SECTION 2.** Charges. An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$200, 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. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club, 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 three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges and the specifications 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 vote of those present, reprimand or suspend the defendant from all privileges of the club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, 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 his fellow members at the ensuing club meeting which considers the board's recommendation. Immediately after the Board has reached a decision, its finding 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 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 of 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 finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if s/he wishes. The members shall then vote by secret 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 so voted, the Board's suspension shall stand.

## ARTICLE VII Amendments

**SECTION 1.** Amendments to the constitution and bylaws may be proposed by the Board or by written petition addressed to the Secretary signed by 20 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 recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

**SECTION 2.** The constitution and bylaws may be amended by a 2/3 secret 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 or emailed to each member at least two weeks prior to the date of the meeting.

**Section 3.** No amendment to the Constitution & Bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of MASCUSA.

## ARTICLE VIII Dissolution

**SECTION 1.** The PNWMASC may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. 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 a charitable organization for the benefit of dogs 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 last meeting

Report of President

Report of Secretary

Report of Treasurer

Reports of committees

Election of officers and board (at annual meeting)

Election of new members

Unfinished business

New business  
Adjournment

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

Reading of minutes of last meeting  
Report of Secretary  
Report of 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 bylaws and any other special rules of order the club may adopt.



## GLOSSARY

**Member in good standing** — An individual who is not suspended by The American Kennel Club, MASCUSA, or the Club and whose dues for the year are already paid.

**Types of Membership (must be defined in Article I, Section 1):**

**Regular (Individual)** — Open to all persons eighteen (18) years of age or older. Individual memberships are entitled to one (1) vote and are eligible to hold office.

**Joint** — Open to all persons eighteen (18) years of age or older residing in the same household. Joint memberships are entitled to two votes and are each eligible to hold office, but not simultaneously.

**Associate/Junior** — Open to all persons 18 years of age or older, residing in the US or in a foreign country. These members are non-voting/non-office holding memberships. Junior would include ages 9-18.

**Reprimand** — A written warning to a member after charges have been filed in accordance with the bylaws, and it is determined that the member's conduct was not severe enough to warrant a suspension or a recommendation for expulsion.

**Notices** — All club notices must be sent either via the US Postal Service or e-mail in accordance with current AKC policy. Notification & Publications may include electronic, social media, and other means of communication as is appropriate and approved by the Board.

**Votes on Bylaw Amendments** — After amendments are voted upon, a copy of the revised document must be submitted to AKC & MASCUSA.

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