

POTOMAC VALLEY SHETLAND SHEEPDOG CLUB, INC.
Constitution and Bylaws
Current revision effective August 15, 2011

CONSTITUTION

ARTICLE I

Name and Objective

SECTION 1. The name of the Club shall be Potomac Valley Shetland Sheepdog Club, Inc.

SECTION 2. The objectives of the Club shall be:

- a) to do all possible to bring the natural qualities of Shetland Sheepdogs 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 Shetland Sheepdogs shall be judged;
- c) to do all in its power to protect and advance the interest of Shetland Sheepdogs and to encourage sportsmanlike competition at dog shows and performance events;
- d) to conduct sanctioned matches, dog shows and performance events under the rules of the American Kennel Club;
- e) to provide an educational forum for the advancement of knowledge in all aspects pertaining to the Shetland Sheepdog.

SECTION 3. The Club shall not be conducted or operated for profit and no part of any profit 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.

BYLAWS

ARTICLE I. Membership

SECTION 1. Eligibility – There shall be one type of membership open to all persons 18 years of age and older (or persons under the age of 18 if they actively participate in dog performance events) who are in good standing with the American Kennel Club, who subscribe to the purposes of this Club and who can and will attend regular scheduled meetings and/or participate in Club activities as listed with the application. While membership is to be unrestricted as to resident, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

SECTION 2. Dues – Membership dues shall not exceed \$50.00 per person annually and are payable on or before the first day of January of each fiscal year. If the Board of Directors recommends an increase in dues, it shall provide to the membership notice of its recommendation not less than 30 days prior to the Annual Meeting in November. Such increase shall become effective for the next following year, when approved by a two-thirds majority of those voting members present at the Annual Meeting. No member may vote at club meetings whose dues are not paid for the current year. New members, having paid their first annual dues and voted into membership after September 1st, in any year, will be credited as having paid their dues through December 31st of the following year. During the month of November, the Treasurer shall mail or email a reminder for members to pay their dues for the ensuing year. During the month of December, the Treasurer shall send an individual notice to each member whose dues are not paid.

No member whose dues have not been paid in full prior to the commencement of the January meeting may vote at the January meeting, or any adjournment thereof, unless and until such dues are paid in full. Final notice of dues payable will be sent to the remaining members who have not renewed during the first week of January. Any member whose dues remain unpaid by January 31st shall automatically be dropped from membership.

SECTION 3. Election to Membership – Each applicant for membership shall apply on a form, as approved by the Board of Directors, which shall provide that the applicant agrees to abide by this Club's Constitution and By-laws, by the Ethical Guidelines of the Club, and by the rules of the American Kennel Club. The application shall state the name and address of the applicant and it shall carry the endorsement of two members, together with a statement of reasons for sponsorship. All applications for membership are to be filed with the Vice President, who is also the Membership Chairperson, and each application is to be read and voted on at the first Board meeting following the receipt of the application. The applicant(s) must attend two regular meetings of the Club, or assist in two Club activities, or attend one meeting and assist in one Club activity within a time period not less than three months and not longer than six months either preceding or following the approval of the submission of the official application. The evaluation period is designed to allow the applicant(s) to complete membership application requirements and to allow current members to get to know the applicant(s). If at the time of approval of the official application the required evaluation period has been met, the applicant(s) shall be eligible for immediate voting into membership. If none or only a portion of the evaluation period has been met at the time of approval of the official application, the balance of the six months shall be completed following submission and approval of the official application before voting may take place. An applicant shall be received into membership with affirmative votes of 75% of the members present at the meeting with a quorum of 20% of the members.

SECTION 4. Termination of Membership – Memberships may be terminated:

- a) by resignation. Any member in good standing may resign from the Club upon written notice to the Recording Secretary. Dues obligations are considered a debt to the Club

and they become incurred on the first day of each fiscal year and no subsequent resignation will relieve such individual of any such obligation.

- b) by lapsing. A membership will be considered as lapsed and automatically termination if such member's dues remain unpaid as of January 31st. However, upon written request to the Board of Directors, from a delinquent member, and the affirmative recommendation of reinstatement of the Board of Directors, the membership may approve reinstatement at the next regularly scheduled Club meeting after receipt of written request. Reinstatement shall include payment of back dues (and late charges of \$5.00 per month that dues are in arrears). In no case may a person be entitled to vote at any Club meeting whose dues are unpaid and overdue as of the date of that meeting. Members who have resigned or whose membership has lapsed may reapply at any time after the grace period; and if approved by the Board, the Board will submit to the membership after an appropriate evaluation time, the re-applicant's information so that the members can vote to either reinstate or deny reinstatement of the member. A re-applicant shall be received into membership with affirmative votes of 75% of the members present at the meeting with quorum of 20% of the members. Re-applicants are not required to attend the meeting at which their election is to take place.
- c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these By-Laws.
- d) by suspension of AKC privileges. The membership of any member who is suspended from, or loses, the privileges of the American Kennel Club will be terminated automatically.
- e) by conviction of civil charges. The membership of any member who is convicted by civil judicial process of charges of animal abuse, neglect or any other charge involving unlawful activities connected with the ownership, sale, transfer or transportation of dogs shall be terminated automatically. Membership will not be automatically reinstated upon AKC reinstatement or successful appeal, or successful appeal of civil charges. Persons affected must reapply for membership in the normal manner after successful AKC or civil appeal, and must supply the Board of Directors with copies of the reinstatement and/or civil settlement.

ARTICLE II. Meetings and Voting

SECTION 1. Club Meetings – Meetings of the Club shall be held within a 25 mile radius of Fairfax County, Virginia. Meetings will not be held in the months of July, December, and the month of the Club's Annual Specialty Show(s). Members may vote on the day, hour, and place that general business meetings may take place. Written notice of each meeting date and program will be emailed to those members with electronic mail or mailed to those members without it by the Corresponding Secretary at least 10 days prior to the date of the meeting. The quorum at such a meeting shall be 20% of the members and must include the presence of at least three elected officers of the club.

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 at any regular or special meeting

of the Board. Such special meetings shall be held within the greater Washington, DC area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent by the Corresponding Secretary at least 10 days and not more than 30 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted at that meeting. The quorum for such a meeting shall be 20% of the members in good standing and must include the presence of at least three elected officers of the club.

SECTION 3. Board Meetings – Meetings of the Board of Directors shall be held within the greater Washington, D.C. area at such hour and place as may be recommended by the President and approved by the Board. Written notice of each such meeting shall be mailed or e-mailed by the Corresponding Secretary, or President, at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board. A majority of the directors present at any meeting at which there is a quorum shall be empowered to act for the Board of Directors, except as may be otherwise specifically provided by statute or by Certificate of Incorporation. The Board of Directors may conduct its business by mail, FAX, telephone conference call, or by E-mail, except as may be specifically prohibited by statute or by Certificate of Incorporation. Any member in good standing who wishes to attend a Board meeting must submit a written or e-mail request to the President and the Recording Secretary, detailing the reason for the request and whether such party wishes to speak at such meeting. Such request must be submitted at least one week prior to the scheduled meeting of the Board. After consultation with the Board, the President will notify the member of the President's determination at least 24 hours prior to the meeting, whether or not, and for what portion of the meeting, the member may attend.

SECTION 4. Special Board Meetings – Special meetings of the Board may be called by the President or shall be called by the Recording Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held within the greater Washington, D.C. 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 sent by the Corresponding Secretary at least five days and not more than ten days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business may be transacted at that meeting. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. Voting – Each individual member in good standing over 18 years of age (or persons under the age of 18 if they actively participate in dog performance events), 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. Proxy voting will not be permitted at any Club meeting or election.

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 two other persons all of whom

are 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 take office. General management of the Club's affairs shall be entrusted to the Board of Directors. The Treasurer shall prepare and submit an annual budget for the next year for approval by the incumbent Board of Directors in time to be mailed or e-mailed to each member. The Annual Budget may contain a line item for donations consistent with the club's objectives. The Annual Budget would serve as a non-binding financial management guideline for the newly elected Board of Directors.

SECTION 2. Officers – The Club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer, shall be elected from the membership and serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings. An Assistant Secretary shall, after an initial election by the Board of Directors, perform the duties assigned; but, the position is not a voting member of the Board of Directors. Once elected, the person shall serve on a permanent basis unless voted out of office by the Board of Directors, or vacated by resignation, in which case the Board of Directors shall elect a replacement.

1. 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 By-Laws.
2. The Vice President shall be the Membership Chairperson, and have the duties and exercise the power of the President in case of the President's death, absence or incapacity.
3. The Recording Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club. He or she shall, in coordination with the Treasurer and Vice President, keep and publish a roll of the members of the Club with their addresses and carry out such other duties as are prescribed by these By-Laws.
4. The Corresponding Secretary shall have charge of the correspondence, notify members of meetings and notify officers and Board members of regular and special Board Meetings. He or she shall also aid the Recording Secretary in any other way. The Corresponding Secretary shall act as the Recording Secretary in his or her absence or incapacity.
5. The Assistant Secretary shall be the registered point of contact of the Club with The Secretary of the State of Virginia for corporate matters; and as such, provide his or her current Virginia address to the State Corporation Commission when requested. He or she shall promptly forward all correspondence to the President.
6. The Treasurer shall collect and receive all monies due or belonging to the Club. He or she shall promptly deposit the same in an account of the Club at a bank designated by the Board. His or her books shall be at all times open to inspection of the Board and he or she shall report to them at every meeting the condition of the Club's finances; and at the Annual Meeting he or she shall render an account of all monies received and expended during the previous fiscal year. Said account may be audited by a committee

appointed at the discretion of the Board at the meeting preceding the Annual Meeting (See Article V, Section 3). The Treasurer shall prepare and submit an annual budget for the next year for approval by the incumbent Board of Directors in time to be printed in the October Newsletter or be mailed or e-mailed to each member. The Treasurer may be bonded in such amount as the Board of Directors shall determine. If the Treasurer is incapacitated, the President, with the majority approval of the Board, shall immediately designate a member to fill the position and perform all the functions of the Treasurer until the Treasurer can resume his or her duties.

SECTION 3. Vacancies – Any vacancies occurring on the Board during the year shall be filled from the membership 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 selected by the Board.

ARTICLE IV. The Club Year, Annual Meeting, Elections

SECTION 1. Club Year – The Club's official and fiscal year shall begin on the first day of January and end on the 31st day of December.

SECTION 2. Annual Meeting – The quorum at such a meeting shall be 20% of the members. The Annual Meeting shall be held in the month of November at which Officers and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated either in accordance with Section 4 of this Article or the outgoing President (presiding officer) may entertain a motion to accept the slate of Officers and Directors. They shall take office on January 1st. Each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the election, except that the retiring Treasurer shall immediately transfer all financial records to an audit committee, when appointed by the Board, which shall complete its audit on or before the first day of February and transfer appropriate records to the newly elected Treasurer.

SECTION 3. Elections – The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The four nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected as Directors. The order of election is President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and lastly, Directors. Absentee balloting privileges for the Annual Meeting will be extended to all members in good standing who:

- a) have been members for the entire preceding fiscal year and have attended at least four of the regular meetings during that fiscal year, or
- b) have become members after the preceding Annual Meeting, but not after the June regular meeting, and have attended at least 50% of the scheduled regular meetings. Absentee balloting privileges will not be extended to members who have joined the

Club after June 30th of any given year. All requests for absentee ballots shall be written and forwarded to the Recording Secretary no later than three weeks prior to the Annual Meeting. Within 48 hours of receipt of the request, the Recording Secretary will verify attendance requirements as outlined in “a” and “b” above, return an absentee ballot, an envelope stamped “OFFICIAL BALLOT”, a stamped self-addressed return envelope, and a letter of explanation. The members will be instructed to return the ballot by mail no later than 12 midnight the Wednesday prior to the Annual Meeting. The Recording Secretary, upon receipt of the ballot, will only verify that the member has voted and is further restricted from voting at the Annual Meeting. The Recording Secretary has the responsibility of placing the unopened ballot in the ballot box at the Annual Meeting. In the case of a contested election, a Committee of Tellers will be recommended, contacted, and upon consent will be approved by the Board at the next Board meeting. This committee will consist of three members in good standing, who neither hold nor are nominated for Board positions. The Board may also choose alternate tellers who would serve if one or more of the tellers could not attend the Annual Meeting.

SECTION 4. Nominations – No person may be a candidate in a Club election who has not been nominated. Any member in good standing is eligible for nomination and election to any position except that an individual completing one full term as President may only succeed the office of President for one more following term. Thus, a President may only have two successive years in office at one time, but may succeed to the office of President as a result of a vacancy in the office. During the month of June, the President shall recommend, and the Board approve, a Nominating Committee consisting of three members and one alternate, not more than one of whom shall be a member of the Board. The Recording Secretary shall immediately notify the Committee Members and Alternate of their selection. The President shall name a chairperson of the Committee and it shall be his or her duty to call a committee meeting which shall be held on or before July 15th. All proceedings of the Nominating Committee shall be confidential.

- a) The committee shall nominate one candidate for each office and two candidates for the two other positions on the Board, and after securing the verbal consent of each person so nominated, 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 September 10th, notify each member in writing of the candidates so nominated.
- c) Additional nominations may be made at the regular meeting next prior to the Annual Meeting by any member in attendance, provided that the person so nominated accepts when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his or her proposer shall present to the Recording Secretary, a written statement from the proposed candidate signifying his or her willingness to be a candidate. No person may be a candidate for more than one position. Anyone who has accepted a nomination made by the Nomination Committee cannot accept a nomination at the regular meeting next prior the Annual Meeting.

- d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.

ARTICLE V. Committees

SECTION 1. Each year the President may recommend, and the Board approve, standing committees to advance the work of the Club in such matters as programs, education, property, trophies, hospitality, historical records, newsletter, and such other fields which may be served by committees. The President shall, at the January Board meeting, recommend a list of standing committee positions and candidates for such positions. Upon consideration of the President's recommendations, the Board shall fill such committee positions as deemed necessary. Committee actions are subject to the final authority of the Board.

SECTION 2. The Board may each year appoint special committees to assist in managing such functions as specialty shows, performance events, matches, and supported entries. Special committees may also be appointed by the Board and the General Membership to aid on particular projects. Any committee appointed to serve a particular project, and which duties overlap Club years, shall be continued in effect unless terminated. Committee actions are subject to the final authority of the Board.

SECTION 3. At the Board meeting preceding the Annual Meeting, the Board, at its discretion, may appoint an audit committee to review the Treasurer's annual account. The audit committee shall be responsible for obtaining all financial records from the retiring Treasurer. Following election of officers at the Annual meeting, the audit committee shall complete its audit and report to the President by the first day of February, and transfer appropriate records to the newly elected Treasurer. A written audit report, along with any recommendations for action arising from the audit, shall be submitted to the Board at its February meeting.

SECTION 4. Any committee appointment may be terminated by 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. Charges – Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$25. The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting, and the Board shall first consider whether the action alleged in the charges, if proved, might constitute conduct prejudicial to the best interests of the Club or breed. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than three weeks or more than six weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member

by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he or she wishes. In the event that charges are brought against a Board member, the membership shall elect a five member Hearing Committee which shall follow the same procedures and accomplish the same goals as indicated in the preceding paragraph. The functions of the Recording Secretary shall be accomplished by a member of the Hearing Committee. Membership on the Hearing Committee shall not include more than two members of the Board and shall not include the Board member who has been charged.

SECTION 2. 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 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 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 Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the Board's decision, and penalty, if any. In the event that charges are brought against a Board member, the Hearing Committee described in paragraph 2 of Article VI, Section 1, shall follow those procedures and accomplish those goals which are described as responsibilities of the Board in this Section. The functions of the Recording Secretary shall be performed by a member of the Hearing Committee.

SECTION 3. Expulsion – Expulsion of a member from the Club may be accomplished only at a meeting of the Club, following the Board hearing or the Hearing Committee hearing, and upon the recommendation of the Board or the Hearing Committee, as the case may be, as provided in Section 2 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. The defendant shall have the privilege of appearing on his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds 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 By-Laws may be proposed by the Board of Directors or by written petition addressed to the Recording 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 along with recommendations of the Board by the Recording Secretary for a vote within three regularly scheduled meetings after the date when the petition was received by the Recording Secretary.

SECTION 2. The Constitution and By-Laws may be amended by a two-thirds vote of the members present at any regular or special meeting called for the purpose, with a quorum of 20% percent of the members, provided the proposed amendments have been included with the notice of the meeting, which notice shall be given 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 two-thirds vote of the members present at a special meeting called for that purpose. 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 character and nature of the meeting may permit, shall be as follows: Attendance Record by the Recording Secretary, Corrections to and approval of the minutes of the Last Meeting. Any Reports of Officers and Committee Chairpersons, Election of Officers and Board (at Annual Meeting), Election of New Members, Unfinished Business, New Business, “Brag Box”, Adjournment, Social Session and Program.

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

- Approval of Minutes of Last Board Meeting
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Unfinished Business
- Reading of New Member Applications
- New Business
- Adjourn

SECTION 3. The rules contained in Webster’s New World, Robert’s Rules of Order Simplified and Applied, Second Edition, copyright 2001 (or a more recent edition), shall govern the club in all cases to which they are applicable, and in which they are not inconsistent with the Constitution and By-Laws of the club.