

BY-LAWS
OF THE
MINIATURE AUSTRALIAN SHEPHERD CLUB OF AMERICA, INC.

ARTICLE I - MEMBERSHIP

Section 1. Eligibility. There shall be two (2) types of membership open to all persons 18 years of age and older who are in good standing with The Miniature Australian Shepherd Club of America, Inc. (“MASCA” or the “Club”) and who subscribe to the purposes and objectives (as defined in the Constitution) and Code of Ethics of the Club: Single and Family. Single is to be defined as one person; Family is to be defined as two persons living in the same household. A single membership is entitled to one (1) vote; family membership is entitled to two (2) votes.

There shall be one (1) type of Junior membership open to all persons under eighteen years of age who are in good standing with MASCA and who subscribe to the purposes and objectives (as defined in the Constitution) and Code of Ethics of the Club.

Single and Family members are entitled to vote and hold office. Junior members are not entitled to vote and hold office.

Section 2. Dues. Membership dues shall not exceed \$20.00 per year for Single, \$30.00 per year for Family and \$10.00 per year for Junior, payable on or before the annual anniversary of the membership application. Actual dues for the ensuing year shall be set by the Board of Directors at the Board Meeting held following their election. No member may vote whose dues are not paid for the current year. Membership renewals, the Treasurer or their designee shall send to each member a statement of dues for the ensuing year.

Section 3. Election to Membership. Each applicant for membership (the “Applicant”) shall apply on a form approved by the Board of Directors (the “Application”), which shall provide that the Applicant agrees to abide by the Constitution, By-laws, Code of Ethics and rules and regulations of MASCA. The Application shall state the name and address of the Applicant, require the Applicant’s signature and acceptance of the Code of Ethics and state that upholding the Code of Ethics is a requirement for membership. Accompanying the Application, the Applicant shall submit dues payment for the current year.

The Applicant’s name(s) shall be published in the next issue of the Club newsletter to permit current members of MASCA to submit any objections to the Board of Directors. Following a waiting period of forty-five (45) days after the mailing date of newsletter, the Applicant may be elected by secret ballot at any meeting of the Board of Directors or by secret vote of the Board of Directors by mail (including electronic mail). Affirmative votes of no less than fifty (50) percent of the members of the Board of Directors are required to confirm membership whether by mail (including electronic mail) or at a meeting of the Board of Directors.

The Board of Directors reserves the right to refuse membership to any Applicant whose conduct has or is likely to endanger the welfare and character of the Club, the objectives and purposes of the Club (as defined in the Constitution) or the Miniature Australian Shepherd.

An Application which has received a negative vote by the Board of Directors may be presented by petition subscribed to by no less than ten (10) percent of the members in good standing (or by the Applicant’s endorser, if the By-laws are revised to require endorsement of one or more members in good standing) at the next Annual Meeting (as defined below) and the members may elect such Applicant by secret ballot and a favorable vote of seventy-five (75) percent of the members present.

Section 4. Termination of Membership. Membership may be terminated by:

- (a) resignation. Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club and are incurred on the first day of each fiscal year.
- (b) lapsing. A membership will be deemed as lapsed if such member's dues remain unpaid sixty (60) days after their annual membership anniversary; however, the Board of Directors may grant an additional sixty (60) days of grace to such delinquent members in meritorious cases. A membership shall be deemed expired and automatically terminated if such member’s dues remain unpaid for one hundred twenty (120) days after the first day of the fiscal year. 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) expulsion. A membership may be terminated by expulsion as provided in Article VI of these By-laws.

ARTICLE II - MEETINGS

Section 1. Annual Meetings. The Annual Meeting of the Club shall be held in conjunction with the Club's national specialty show, if possible, at such place, date and hour as designated by the Board of Directors. Written notice of the Annual Meeting shall be printed in the Club newsletter and/or by separate mailing by the Secretary at least thirty (30) days prior to the date of the meeting. The quorum for the Annual Meeting shall be ten (10) percent of the members in good standing.

Section 2. Special Club Meetings. Special Club meetings may be called by the President or by a majority vote of the members of the Board of Directors who are present at a meeting of the Board of Directors or who vote by mail (including electronic mail); and shall be called by the Secretary upon receipt of a petition signed by ten (10) percent of the members of the Club who are in good standing. Such special meeting shall be held at a place, date, and hour designated by the Board of Directors. Written notice of such special meeting shall be mailed by the Secretary at least fourteen (14) days prior to the date of the meeting. The notice of such special meeting shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such special meeting shall be ten (10) percent of the members in good standing.

Section 3. Board Meetings. The first meetings of the Board of Directors shall be held within thirty (30) days following the new Board of Directors taking office. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board of Directors. Written notice of each such meeting shall be mailed by the Secretary to each member of the Board of Directors at least fourteen (14) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board of Directors voting in person, by mail (including electronic mail), internet, facsimile or telephone conference call.

Section 4. Conducting Business. The Board of Directors may conduct its business in person, by mail (including electronic mail), facsimile or telephone conference call through the Secretary. Items voted upon in telephone conference call must be confirmed in writing within fourteen (14) days.

ARTICLE III - DIRECTORS AND OFFICERS

Section 1. Board of Directors. The Board of Directors shall be comprised of the officers (the "Officers") and three (3) (except as indicated under Section 2(e) of this Article) other persons (the "Directors"), so that the total sum of persons on the Board of Directors shall equal an odd number, all of whom shall be members in good standing and shall have been members in good standing for at least one (1) year immediately preceding date of taking office, and all of whom shall be **elected for two (2) year terms** as provided in Article IV of these By-laws. They 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 of Directors and its meetings.

- a) The President shall preside at all meetings of the Club and of the Board of Directors, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these By-laws. He or she shall also be an ex-official member of all committees.
- 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 or at the President's request.
- c) The Secretary shall keep, or cause to be kept, full and complete records of the Club, of all meetings of the Club and of the Board of Directors 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 and make such available to the Board of Directors upon request, and carry out such other duties as are prescribed in these By-laws. The Secretary may at his or her discretion delegate new member duties to a Membership Chairperson duly elected by the Board of Directors. At the Annual Meeting, the Secretary shall provide a report regarding number of new members or notice of significant decreases in membership.
- d) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in an account of a bank approved by the Board of Directors, in the name of the Club. The Treasurer shall keep complete books of the account and retain such receipts, vouchers or evidence of disbursement as necessary. The books shall at all times be open to inspection by the Board of Directors and a report shall be given at every meeting of 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, with a copy of such reports going to the Secretary. 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 of Directors shall seek a fourth person to hold a Director position on the Board of Directors so that the Board of Directors shall be comprised of an odd number of persons.

Section 3. Board Members. The Board Members shall attend all Board Meetings giving input and voting on all issues before the Board of Directors.

Section 4. Vacancies. Any vacancies occurring on the Board of Directors or among the Officers during the year shall be filled until the next annual election by a majority vote of all the then members of the Board of Directors; 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 of Directors.

ARTICLE IV - THE CLUB YEAR, VOTING, NOMINATIONS AND 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 on the first day of January and end on the last day of December. The elected Officers and Directors shall take office on the tenth day of January and each retiring Officer shall turn over to his or her successor all properties and records relating to that office by such date.

Section 2. Voting. At the Annual Meeting or at a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of Officers and Directors, and amendments to the Constitution and By-laws and changes to the standard of the Miniature Australian Shepherd which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail.

Section 3. Annual Election. The election of Officers and Directors shall be conducted by secret ballot. Ballot shall be counted by an independent professional firm, none of whose members shall be members of MASCA, or three (3) inspectors of election (the "Inspectors of Election") who are members in good standing and neither members of the current Board of Directors nor candidates on the ballot.

Rather than using the Club Secretary and Inspectors of Election, the Board of Directors may designate an independent professional firm to send, receive and count ballots apart from the Annual Meeting.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III Section 3.

Section 4. Nominations and Ballots. No person may be a candidate in a Club election who has not been nominated in accordance with these By-laws. A nominating committee (the "Nominating Committee") shall be chosen by the Board of Directors before May 1st. The Nominating Committee shall consist of three members from different areas of the United States of America, and two alternates, all members in good standing, not more than one of whom may be a member of the current Board of Directors. The Board of Directors shall name a chairman for the Nominating Committee. The Nominating Committee may conduct its business by mail (including electronic mail).

- (a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and position on the Board of Directors and shall procure consent of each person so nominated. The Nominating Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The Nominating Committee shall then submit its slate of candidates to the Secretary who shall mail the list, including the full name of each candidate and the name of the state in which he or she resides, to each member of the Club on or before June 1st, so that additional nominates may be made by the members if they so desire.
- (b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and postmarked on or before July 1st, signed by ten (10) members and accompanied by a written acceptance of each such additional nominee signifying his or her willingness to be a candidate. No person may be a candidate for more than one position.
- (c) If no valid additional nominations are postmarked on or before July 1st, the Nominating Committee's slate shall be declared elected and no balloting will be required.
- (d) If one or more valid additional nominations are postmarked on or before July 1st, the Secretary shall, on or before August 1st, mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a blank envelope and a return envelope addressed to the Secretary marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking their ballot, shall seal it in the blank envelope addressed to the Secretary. Returned ballots must be postmarked no later than September 1st. When received by the Secretary, the Inspectors of Election shall check the returns against a list of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters. The inner envelopes containing the ballots shall be opened and counted at the Annual Meeting by a committee of three persons, none of whom shall be a candidate for office. Results of the voting shall be announced at the Annual Meeting.
- (e) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

ARTICLE V - COMMITTEES

Section 1. Appointment. The Board of Directors may each year appoint standing committees to advance the work of the Club in such matters as rescue efforts, herding trials, 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 of Directors. Special committees may also be appointed by the Board of Directors to aid it on particular projects.

Section 2. Termination. Any committee appointment may be terminated by a majority vote of the full membership of the Board of Directors upon written notice to the appointee; and the Board of Directors 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 Miniature Australian Shepherd. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board of Directors or a committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board of Directors or present them at a meeting of the Board of Directors, and the Board of Directors shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the Miniature Australian Shepherd. If the Board of Directors considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the Miniature Australian Shepherd, it may refuse to entertain jurisdiction. If the Board of Directors entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board of Directors or a committee of not less than three members of the Board of Directors, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he or she wishes.

Section 2: American Kennel Club or Australian Shepherd Club of America Suspension. Any member who is suspended from the privileges of the American Kennel Club or the Australian Shepherd Club of America shall be suspended from the privileges of MASCA for a like period provided, however, that if such suspension was due only to active involvement in the miniature Australian Shepherd fancy, no penalty shall be incurred within the club.. Any member who is convicted of charges of animal neglect, abuse or cruelty shall be permanently expelled from the Club.

Section 3. Board Hearing. The Board of Directors 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 of Directors or committee 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, or until the next Annual Meeting if that shall occur after six months. 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 recommendation of the Board of Directors or the committee. Immediately after the Board of Directors or committee 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 decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the recommendation of the Board of Directors or committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges, and the finding and recommendations of the Board of Directors or committee, and shall 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 (2/3) vote of those present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.**

A suspended or expelled member shall lose registration privileges during the period of suspension or immediately coinciding with expulsion.

ARTICLE VII - AMENDMENTS

Section 1. Proposals. Amendments to the Constitution, By-laws and standard of the Miniature Australian Shepherd may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty (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 of Directors by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

Section 2. Procedure. The Constitution, By-laws and standard of the Miniature Australian Shepherd may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual envelope procedures as described in Article IV Section 4(d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date no less than thirty (30) days after the date postmarked by which date the ballots must be returned to the Secretary to be counted. The favorable vote of two-thirds (2/3) of the members in good standing who returned valid ballots within in the time limit shall be required to effect any such amendment.

ARTICLE VIII - DISSOLUTION

Section 1. Procedure. The Club may be dissolved at any time by majority written consent of the members in good standing who returned valid ballots within the time limit required to effect such dissolution. 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. Club Meeting Procedure. 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 of Directors (at Annual Meeting)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

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

- 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 By-laws and any other special rules of order the Club may adopt.