

AUSTRALIAN SHEPHERD CLUB of AMERICA, Inc.
AFFILIATE CLUB BYLAWS

BYLAWS
of
Western Europe Working Australian Shepherd Club

[First approved May 2002]

[Amendments approved by the ASCA Board of Directors on April, 18, 2004]

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ARTICLE I

Section 1. GENERAL PROVISIONS

Section 1.1. Identification

The name of this organization is Western Europe Working Australian Shepherd Club (WEWASC). 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. The club is incorporated in Aschaffenburg, Germany.

The business address of the club is the address of the President.

Section 1.2. 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.

1.2.1. 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 1.3. 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.

Section 1.4. Objectives

The objectives of the Club are:

1.4.1. To encourage and promote the breeding of purebred Australian Shepherds in such a manner as to bring their natural qualities as working stockdogs 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 it's history.

1.4.2. 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.

1.4.3. To primarily conduct Stockdog Trials.

1.4.4 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.

1.4.5. To preserve, foster and promote the natural working and herding instinct of the Australian Shepherd through activities and actions sponsored by the WEWASC and its members. The club takes care of the animals rights by taking care of the proper keeping and handling of working stockdogs. Through proper training and handling techniques, stress and damage to herding animals will be avoided. Through proper training and handling, the dog can be an important safety factor when handling livestock.

1.4.6. To encourage and enforce an appropriate care for all animals according to their species by the members. To encourage the training of the working stockdog as the basis of appropriate handling and care for the animals that are herded.

1.4.7. The club has an animal rights agent, who will be elected by the WEWASC board and who will be active on the boards mandate.

ARTICLE II

Section 2. ORDER OF BUSINESS AND PROCEDURES

"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

Section 3. 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 the Western Europe Working Australian Shepherd 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. Membership shall not be restricted as to nationality, race, color, creed or sex, and ownership of an Australian Shepherd shall not be a requirement of the membership.

3.1.2. Each applicant for membership shall apply on a form approved by the Club membership. The form shall provide that the applicant agrees to abide by the Constitution, Bylaws, Registry Rules, Regulations, Policies, Rules, Code of Ethics and Dispute Rules of both ASCA and the Club. The Clubs Board of Directors decides on the application.

3.1.3. Any person who renews membership is deemed to have consented to all current terms of the Constitution, Bylaws, Registry Rules, Regulations, Policies, Rules, Code of Ethics and 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 a 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 it's fancy.

3.2.5. Membership in the Club is not transferable.

Section 3.3. Election to Membership Procedures

The WEWASC Board of Directors decides about membership applications. A simple majority is needed. In the case of a rejection of an application, the WEWASC board is not obliged to give reasons. The applicant is obliged to keep to the bylaws, code of ethics and rules of ASCA inc. and WEWASC e.V. Applications of underage children must be accompanied by a signature of one parent.

Section 3.4. Dues

Annual dues of an amount determined by the Board shall be payable on each Jan 1. Dues shall be determined by the financial needs of the Club and will be changed upon a 3 months notification of members, prior to the changes.

Section 3.5. Termination of Membership, Sanctions

3.5.1. By Death.

3.5.2. By Resignation: Any member may, by written request, resign from membership in the Club. Dues will not be refunded. The resignation request must be sent in to the secretary in writing until November 30th (postmark of November 30) of any year to be effective for the following year. The secretary will give notice to the other board members.

3.5.3. By Lapsing: Any member whose dues remain unpaid by February 1 of any fiscal year will be considered lapsed in membership and will have to apply as per Article III, section 3.3.

3.5.4. By Suspension; Expulsion:

Should a member willingly

- offence against these bylaws or any other rules of this club
- offence against animal rights acts and especially against the regulations for keeping dogs
- harm the club's interests and reputation

the board can decide between the following sanctions

- issue an admonition
- temporary suspension from a clubs office, up to one year
- temporary suspension from the club, up to one year
- temporary exclusion from the clubs activities, such as scratching of homepage links, scratching from other club lists (not the membership list), no advertisement through the club such as studdog and/or litter ads, clinic ads, scratching from the judges list, up to one year.

- prohibition of persons and/or dogs to participate in club shows, up to one year
- expulsion after admonition.

The member is notified of the sanction through a registered letter. The member can object to the sanction until 21 days after the notification (registered letter), by sending a registered letter to the WEWASC president.

The WEWASC board will decide within 7 days about the objection through a vote, after giving the member the possibility to justify him/herself.

A sanction will start after one month with no objection been sent, or after the board has decided about the sanction.

Sanctions issued will be published in the WEWASC Forum, which is only for members, with the name of the member, type of the sanction and the reason for the sanction.

3.5.5. 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.

3.5.6. Expulsion Reinstatement: Upon re-application of a former terminated member and filed with the Secretary, the Board of Directors may, by affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership in the Club on such terms as the Board deems appropriate. The former member submitting this reinstatement application must be in good standing with ASCA. Full membership rights, including the right to vote, shall not be available to the terminated member until the Board has approved the reinstatement application.

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. As examples, a member is not in good standing if they have not paid dues when assessed or if they are presently under discipline imposed by ASCA or an ASCA affiliate club.

ARTICLE IV

Section 4. CLUB BUSINESS

Section 4.1. Fiscal Year

The Club's fiscal year is from January 1 to December 31. The Club's official year shall begin immediately upon installation of its elected officers and end upon their normal 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 60 days prior to the selected date.

4.2.2. The Board shall meet not less than once yearly to conduct business of the Club. Special meetings of the Board may be called by the President at any time, with 30 days notice to the members of the Board.

A. A quorum shall consist the majority of 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 30% 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 60 days before the desired special meeting. The Secretary shall provide notice to the general members by telephone, fax, mail or e-mail at least 30 days before the meeting.

Section 4.3. Additional assignments of the Membership Meeting:

Discharge of the Board; Election of the Board of Directors; Election of- one person who do the cash audit (2 year term); Resolution on bylaws changes. Resolution on applications. Resolution on the dissolution of the club.

Section 4.4. Competence of the club authorities

The membership meetings are competent when they are orderly inducted, independent from the number of members present. The Board of Directors is competent when it is orderly inducted and at least a majority of the directors are present.

ARTICLE V

Section 5. THE BOARD

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

Section 5.1.

The Board shall consist of all officers of the Club. 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 effect the duties of their 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.

ARTICLE VI

Section 6. OFFICERS

The officers of the Club shall consist of
the President
the Vice President
the Secretary
the Treasurer and
the Affiliate Representative.

All officers must be members and 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.

It is not possible that one person has two board positions.

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 Euro 100.00 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 it's 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 it's Board in all business and correspondence with the parent Club and it's 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 it's next regular meeting following the creation of the vacancy; except for the office of the President as provided in these bylaws. Any change of officers during the year must be sent to the ASCA Business Office within thirty days of the change.

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 3 of the other Directors or upon two-thirds majority vote of a quorum of the general membership. The Director sought to be removed may not vote for this purpose. A director may be removed from office only for cause.

Section 6.10. Legitimate Representatives.

The legitimate representative of the club is the president. He/She is authorized to represent the club.

ARTICLE VII

Section 7. 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 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

Section 8. ANNUAL MEETING

Section 8.1. The annual meeting

may be called by the President and Board as concurrent as possible with the election of new officers in election years. Members are invited by e-mail or mail not less than 60 days prior to the annual membership meeting, giving the time and location. The invitation must be accompanied by the preliminary agenda and the date for the latest sending in of motions. 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, and the presentation of Club awards. Motions needed to be sent to the board not later than 30 days prior to the annual meeting and will be then presented to the membership in the WEWASC Forum. Motions that need to be voted on at the meeting, need to be presented and explained by the person who sent in the motion or by an authorized (in writing) other person. If that does not happen at the annual meeting at the time of handling the motions, the motion is seen as not provided or withdrawn and there will be no voting. No additional, new motions can be presented at the annual meeting.

Section 8.2. An invitation

to an annual membership meeting or any other meeting will be seen as provided when sent to the last known address (postal, fax, e-mail) of the member. Invitations will also be provided in the WEWASC Forum.

ARTICLE IX

Section 9. NOMINATIONS AND ELECTIONS

Section 9.1. Nominations are to be scheduled so that the new slate of officers can be elected at the annual membership meeting in the election years.

No later than 90 days before the annual meeting, the president nominates an election committee, consisting of three WEWASC members in good standing. This committee will search for and present candidates for the board election. The president cannot be in the election committee. The election committee will select its own chairman.

- 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 or WEWASC may be a nominee.

Section 9.2. 45 days before the annual meeting, the nominees shall be presented by the election committee on the WEWASC homepage. At this time, additional nominees can be presented per postal mail or e-mail to the chairman of the election committee. All nominees must accept their nominations not later than 14 days before the annual meeting.

Section 9.3. Elections shall be held during the annual membership meeting in the election years. Elections will be conducted by a member of the election committee.

A single majority is needed for a board member to be elected. Abstentions will be handled like not given votes. Should there be a parity of votes, a second ballot will decide. Elected officers are installed immediately after the election. Nominated candidates can not vote.

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

ARTICLE X

Section 10. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 10.1. All financial accounts shall be in the name and to the credit of the Western Europe Working Australian Shepherd Club. The accounts shall be maintained in an insured financial institution located in the country where the Club conducts all or a majority of it's business.

Section 10.2. All disbursements shall be made by check or wire transfer authorized by the Treasurer and/or either 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

Section 11. 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 at any time by an affirmative majority vote of the Board of Directors.

ARTICLE XII

Section 12. BYLAW AMENDMENTS

Section 12.1. Amendments to the Bylaws may only be accomplished by a vote of the membership of the Club. Amendments may be proposed by the Board of Directors or by written petition signed by 20% of the members of the Club in 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.

ARTICLE XIII

Section 13. 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-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, the ASCA Show, Obedience and Stockdog Rules and Regulations, Registry Rules 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

Section 14. 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.