

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]

[Amendments approved by the WEWASC members on September, 10, 2005]

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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.

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

Western Europe Working Australian Shepherd Club
Affiliate Rep Address

The business address of the Club may be changed at any time by a vote of the WEWASC Board of Directors.

Section 1.3. Non-Profit Status

The Club shall not be conducted or operated for profit. No part of any profit or remainder or residue from dues or donations to the Club shall inure to the benefit of any member.

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

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

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

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

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

1.5.3. To primarily conduct Stockdog Trials. In addition to conduct Conformation Shows, Obedience Trials, Tracking Tests and other events under the rules and regulations of ASCA.

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

1.5.5. 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.

1.5.6. To encourage and enforce an appropriate care for all animals according to their species by the members.

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. Dues shall accompany 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. Sponsors are required.

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. Sponsors are required.

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. No sponsors are required.

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. No sponsors are required.

3.2.5. Membership in the Club is not transferable.

Section 3.3. Election to Membership Procedures

3.3.1. Applicants for membership must apply in writing on a form provided by WEWASC, and such application shall be accompanied by payment of the current years dues.

3.3.2. Two current WEWASC member sponsors are mandatory.

3.3.3. Applications shall be read at the next WEWASC meeting following their receipt and a motion to consider the application be made and voted upon at this time. Upon such affirmative voting, the applicant shall be considered a membership nominee to WEWASC.

3.3.4. A listing of membership shall then be mailed to all current members in good standing of WEWASC, for review and comment. This may be accomplished by publication of the nominees listing in the next current issue of the club newsletter, or by separate cover, at the discretion of the executive board.

3.3.5. Not less than 30 days following the listing of the membership nominee, the executive board shall vote approved or disapproved upon the application of the nominee. Upon an approval vote by a majority of the executive board, the nominee shall be elected to WEWASC membership.

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 reasonable notification of members.

Section 3.5. Termination of Membership

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: 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.

3.5.5. 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 of 4 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. Voting in any Club Business shall be by written ballots and be sent by postal mail at least 6 weeks before the deadline. Ballots are taken by postmark until the laid down deadline. A majority vote of those sending their ballots shall then be considered sufficient to effect all decisions of the club.

Section 4.4. Additional assignments of the Membership Meeting: Discharge of the Board; Election of the Board of Directors; Election of two people who do the cash audit (2 year term); Resolution on bylaws changes. Resolution on applications. Resolution on the dissolution of the club.

Section 4.5. Competence of the club authorities. The membership meetings are competent when they are orderly inducted. The Board of Directors is competent when it is orderly inducted and at least four 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, Vice President, Secretary, Treasurer and Affiliate Representative. All officers must be members in good standing of ASCA. Persons who are currently suspended or expelled from ASCA may not run for office in this Club until they are reinstated in ASCA.

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

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

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

Section 6.4. Treasurer: who shall be entrusted with all financial records and monies of the Club, shall collect dues and pay debts of the Club, and keep accurate records of all transactions under his/her supervision. Expenditures of amounts in excess of 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 30 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. Normal conduct of this meeting shall include a report of the President on the activities of the Club's past year, a report by the Secretary on the growth of the Club, a report of the Club's financial status by the Treasurer, a report by the affiliate representative on ASCA affairs, a report by outstanding committee heads as directed by the President, installation of new Club officers, and the presentation of Club awards.

ARTICLE IX

Section 9. NOMINATIONS AND ELECTIONS

Section 9.1. Nominations are to be scheduled so that the new slate of officers are installed before January 1 of the next year. On or about the 1st day of September the President shall appoint a nominating committee which shall propose and present a slate of nominees for election to all officers of the Club

and its Board. The Nominating Committee shall consist of three members in good standing, one of whom must be a member of the Board. The President may not serve on the Nominating Committee. The Nominating Committee shall select its own Chairman. Said slate of nominees shall be presented to the Board no later than the 1st day of October.

- 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. At the beginning of November a general membership meeting shall be called to present the officer/Board nominee slate, as selected by the nominating committee, to the membership; or notice thereof shall be presented to the membership by mail. Additional nominations shall be solicited from the membership from the floor, or by mail, at this time. All additional nominees must consent to nomination on or before the 15th day of November to qualify for such nomination.

Section 9.3. Elections shall be held during the months of November/December and shall be conducted by mail. Voting ballots shall be sent to all voting members on or before the 20th day of November and voting will cease on the 15th day of December. Election of the nominees shall be effected by a majority vote of the ballots received by the close of voting date, as single exception to Article III, Section 3 of these by-laws. Elected candidates shall assume the duties of office on or before the 1st day of January. Write-in candidates shall not be allowed in balloting. The agenda may also include other issues which the Board wishes to submit to a vote of the members. (See Article XII Section 12.2)

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 its 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.